



LG&E Energy LLC  
220 West Main Street (40202)  
P.O. Box 32030  
Louisville, Kentucky 40232

May 14, 2004

**VIA HAND DELIVERY**

Ms. Elizabeth O'Donnell  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
P. O. Box 615  
Frankfort, KY 40602-0615

**RECEIVED**

MAY 14 2004

PUBLIC SERVICE  
COMMISSION

**Re: PowerGen plc, LG&E Energy Corp., Louisville Gas & Electric Company,  
and Kentucky Utilities Company (Case No. 2000-095)  
and  
E.ON AG, PowerGen plc, LG&E Energy Corp., Louisville Gas & Electric  
Company, and Kentucky Utilities Company (Case No. 2001-104) ✓**

Dear Ms. O'Donnell:

Pursuant to the Commission's Order in Case No. 2000-095, the Companies do hereby file responses to filing requirements contained within that Order's *Summary of Findings* and *Appendix B*. Also, pursuant to the Commission's Order in Case No. 2001-104, the Companies do hereby file responses to filing requirements contained within that Order's *Appendix A*. An original and three (3) copies of these responses are enclosed. The Companies responses to *Summary of Findings, No. 8* and *Appendix B, Reporting Requirements to be filed Quarterly, No. 3, Case No. 2000-095*, were filed separately with the Commission's Rates and Tariffs Division on May 14, 2004. A diskette with an Excel file containing the information for *Appendix A: Service Quality and Reliability No. 31, Case No. 2001-104* is included with the original of these responses.

Also today, the Companies are filing three copies of E.ON's SEC Form 20-F for 2003 and E.ON's 2003 Annual Report. As in prior years, these reports and E.ON's Annual Report on SEC Form U5S will fulfill other reporting requirements within the Commission's Orders in the proceedings listed above. Pursuant to the Securities and Exchange Commission's Order approving E.ON's acquisition of Powergen and LG&E Energy, E.ON is permitted to file its SEC Form U5S on or before one hundred eighty (180) days after E.ON's fiscal year-end. The Companies currently anticipate that E.ON's SEC Form U5S will be filed with the SEC by the close of the 2<sup>nd</sup> Quarter of 2004.

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Ms. Elizabeth O'Donnell  
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May 14, 2004

Once that SEC Form U5S is filed, the Companies will file a copy of it with the Commission to fulfill the following reporting requirements, with references to the Order in Case No. 2000-095 unless otherwise indicated:

- Report Similar to LG&E Energy's SEC Form U-3A-2 (*Appendix B:Reporting Requirements-Annual No. 5*);
- Organizational Chart of Year-End Subsidiaries (SEC Form U-3A-2) (*Appendix B:Reporting Requirements-Annual No. 6*);
- Powergen and LG&E Energy Annual Financial Statements with Adjustments and Explanations (*Appendix B:Reporting Requirements-Annual No. 1*); and
- Annual Balance Sheets and Income Statements of Non-Consolidated Subsidiaries of Powergen and LG&E Energy (*Appendix B:Reporting Requirements-Annual No. 2*).

Due to the formation of LG&E Energy LLC as the successor to LG&E Energy Corp, the Companies are also herewith filing three copies of LG&E Energy LLC's SEC Form U5B.

Finally, as outlined in their filing of March 30, 2004, the Companies are completing their General Description of Inter-company Transactions and Professional Employees Transferred (Case No. 2000-095 - *Appendix B:Reporting Requirements-Annual No. 3* and Case No. 2000-095 - *Appendix B:Reporting Requirements-Annual No. 4*). In previous years, pursuant to the Commission's Orders in Case Nos. 10296, 89-374, and 97-300, the Companies typically filed this information in the 2<sup>nd</sup> Quarter following a similar submittal to the Virginia State Corporation Commission ("VSCC"). Therefore, as mentioned in their filing of March 30, 2004, the Companies will continue this past practice for this reporting period.

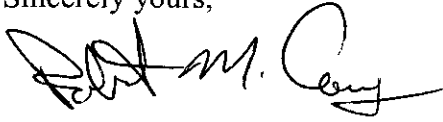
Please confirm your receipt of this filing by placing the stamp of your Office with date received on the extra copy and returning to me in the enclosed envelope.

Should you have any questions regarding the information filed herewith please contact me at 502-627-3324 or contact Roger Hickman at 502-627-4031.

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Ms. Elizabeth O'Donnell  
Executive Director  
Kentucky Public Service Commission  
May 14, 2004

Sincerely yours,

A handwritten signature in black ink, appearing to read "Robert M. Conroy". The signature is fluid and cursive, with the first name "Robert" being more prominent and the last name "Conroy" following in a similar style.

Robert M. Conroy  
Manager, Rates

Enclosures

Cc: Martha Morton, KPSC Division of Engineering  
Isaac Scott, KPSC Division of Financial Analysis  
Joyce Spear, KPSC Filings Division

**POWERGEN, PLC, LG&E ENERGY, LOUISVILLE GAS & ELECTRIC  
COMPANY, AND KENTUCKY UTILITIES COMPANY**

**CASE NO. 2000-095**

**Response to Summary of Findings, No. 8**

**“...the supplemental financial reports” of LG&E and KU “should be filed with the  
Commission within 45 days of the close of the reporting period.”**

**Response to Appendix B, Reporting Requirements, To Be Filed Quarterly, No. 3**

**“Twelve-month income statements and balance sheets. LG&E will separately  
report gas and electric operations, and KU will separately report Kentucky  
jurisdictional operations and other jurisdictional operations.”**

The requisite jurisdictional statements were separately filed with the Commission's Rates and Tariffs Division on May 14, 2004. Copies of these statements are attached.

**Louisville Gas and Electric Company**  
**Income Statement on a Total Company and Jurisdictional Basis**  
**12 Months Ending March 31, 2004**

	<u>Electric</u>	<u>Gas</u>	<u>Total</u>
<b>OPERATING REVENUES</b>			
Residential Sales	223,174,214	213,854,315	437,028,529
Small (or Comm.)	188,626,602	84,760,606	273,387,208
Large (or Ind.)	111,648,657	14,686,415	126,335,072
Public Street and Highway Lighting	6,115,905	-	6,115,905
Other Sales to Public Authorities	52,438,910	14,966,898	67,405,808
Rate Refunds	(4,410,656)	-	(4,410,656)
Total Sales to Ultimate Consumers	577,593,632	328,268,234	905,861,866
Sales for Resale	173,624,358	13,033,078	186,657,436
Forfeited Discounts	1,643,567	1,369,901	3,013,468
Transportation Revenue	-	5,976,793	5,976,793
Miscellaneous Service Revenues	791,654	43,417	835,071
Rent from Electric/Gas Property	4,642,221	371,823	5,014,044
Interdepartmental Rents	-	107,268	107,268
Other Electric Revenue	12,847,117	-	12,847,117
Other Gas Revenue	-	53,077	53,077
Total Operating Revenues	771,142,549	349,223,591	1,120,366,140
<b>OPERATING EXPENSES</b>			
Operation Expense	457,635,774	298,550,315	756,186,089
Maintenance Expense	48,765,217	8,052,595	56,817,812
Depreciation Expense	92,771,089	15,494,488	108,265,577
Amort. & Depl. of Utility Plant	4,120,088	1,373,363	5,493,451
Amor. of Property Losses, Unrecovered			
Plant and Regulatory Study Costs	-	-	-
Regulatory Credits	(744,160)	-	(744,160)
Taxes Other Than Income Taxes	13,253,742	4,147,982	17,401,724
Income Taxes - Federal	24,628,989	6,776,933	31,405,922
- State	9,487,973	1,928,518	11,416,491
Provision for Deferred Income Taxes	51,812,827	9,071,560	60,884,387
(Less) Provision for Deferred Income Taxes - Cr.	(33,540,408)	(11,495,411)	(45,035,819)
Investment Tax Credit Adj. - Net	(4,007,128)	(198,355)	(4,205,483)
Gain (Loss) from Disposition of Allowances	(223,921)	-	(223,921)
Accretion Expense	626,886	-	626,886
Total Utility Operating Expenses	664,586,968	333,701,988	998,288,956
Net Utility Operating Income	106,555,581	15,521,603	122,077,184
TOTAL Other Income			(1,011,562)
TOTAL Other Income Deductions			7,875,349
TOTAL Taxes on Other Income and Deductions			(6,162,973)
Net Other Income and Deductions			(2,723,938)
<b>INTEREST</b>			
Interest on Long - Term Debt			27,976,938
Amort. of Debt Disc. and Expenses			363,330
Amortization of Loss on Reacquired Debt			1,073,210
Other Interest Charges			2,115,545
Total Interest Charges	26,386,355	5,142,668	31,529,023
Net Income Before Extraordinary Items			87,824,223
Extraordinary Items			-
Net Income			87,824,223

**Louisville Gas and Electric Company**  
**Balance Sheet on a Total Company and Jurisdictional Basis**  
**March 31, 2004**

	<u>Electric</u>	<u>Gas</u>	<u>Total</u>
<b>UTILITY PLANT</b>			
Utility Plant	\$ 3,003,209,656	\$ 523,198,994	\$ 3,526,408,650
Construction Work in Progress	282,875,413	14,887,073	297,762,486
<b>TOTAL UTILITY PLANT</b>	3,286,085,069	538,086,067	3,824,171,136
Less: Accum. Prov. for Depr. Amort. Depl.	1,378,678,981	188,363,630	1,567,042,611
Net Utility Plant	1,907,406,088	349,722,437	2,257,128,525
Gas Stored Underground - Noncurrent	-	2,139,990	2,139,990
<b>OTHER PROPERTY AND INVESTMENTS</b>			
Nonutility Property	80,698	-	80,698
Less: Accum. Prov. for Deprec. and Amort.	63,360	-	63,360
Other Investments	3,796,411	1,703,303	5,499,714
<b>TOTAL Other Property and Investments</b>	3,813,749	1,703,303	5,517,052
<b>CURRENT AND ACCRUED ASSETS</b>			
Cash	2,571,558	516,288	3,087,846
Special Deposits	24,000	4,818	28,818
Working Fund	49,048	20,961	70,009
Temporary Cash Investments	21,246,312	4,265,590	25,511,902
Customer Accounts Receivable	63,848,672	28,914,838	92,763,510
Other Accounts Receivable	4,886,491	655,235	5,541,726
Less: Accum. Prov. for Uncollectible Acct.-Cr	2,419,357	1,095,643	3,515,000
Notes Receivable from Assoc. Companies	-	-	-
Accounts Receivable from Assoc. Companies	9,648,502	1,937,115	11,585,617
Fuel Stock	22,081,019		22,081,019
Plant Materials and Operating Supplies	21,582,682	218,007	21,800,689
Stores Expense Undistributed	3,744,410	37,822	3,782,232
Gas Stored Underground - Current		24,756,225	24,756,225
Prepayments	3,285,492	659,623	3,945,115
Misc. Current & Accrued Assets	716,098	-	716,098
Interest and Dividends Receivable	16,323	3,277	19,600
Rents Receivable	121,623	24,418	146,041
Accrued Utility Revenues	18,833,000	15,127,000	33,960,000
<b>TOTAL Current and Accrued Assets</b>	170,235,873	76,045,574	246,281,447
<b>DEFERRED DEBITS</b>			
Unamortized Debt Expenses	7,260,235	1,457,627	8,717,862
Other Regulatory Assets	91,534,889	24,344,434	115,879,323
Miscellaneous Deferred Debits	47,001,775	25,485,487	72,487,262
Unamortized Loss on Reacquired Debt	17,545,178	3,522,519	21,067,697
Accumulated Deferred Income Taxes	82,330,380	11,212,272	93,542,652
<b>TOTAL Deferred Debits</b>	245,672,457	66,022,339	311,694,796
<b>TOTAL Assets and Other Debits</b>	<u>\$ 2,327,128,167</u>	<u>\$ 495,633,643</u>	<u>\$ 2,822,761,810</u>

**Louisville Gas and Electric Company**  
**Balance Sheet on a Total Company and Jurisdictional Basis**  
**March 31, 2004**

	<i>Electric</i>	<i>Gas</i>	<i>Total</i>
<b>PROPRIETARY CAPITAL</b>			
Common Stock Issued	\$ 354,081,929	\$ 71,088,495	\$ 425,170,424
Preferred Stock Issued	59,551,176	11,956,000	71,507,176
Other Paid - In Capital	33,316,746	6,688,953	40,005,699
Other Comprehensive Income	(11,124,824)	(2,233,514)	(13,358,338)
(Less) Capital Stock Expense	1,602,448	321,721	1,924,169
Retained Earnings	434,058,825	87,145,336	521,204,161
<b>TOTAL Proprietary Capital</b>	<b>868,281,404</b>	<b>174,323,549</b>	<b>1,042,604,953</b>
<b>LONG-TERM DEBT</b>			
Long-Term Notes Payable to Associated Companies	187,380,000	37,620,000	225,000,000
Mandatory Redeemable \$5.875 Series Preferred Stock	19,779,000	3,971,000	23,750,000
Bonds	478,280,371	96,023,629	574,304,000
<b>TOTAL Long - Term Debt</b>	<b>685,439,371</b>	<b>137,614,629</b>	<b>823,054,000</b>
<b>OTHER NONCURRENT LIABILITIES</b>			
Accumulated Provision for Pensions and Benefits	50,763,207	10,191,653	60,954,860
<b>TOTAL OTHER Noncurrent Liabilities</b>	<b>50,763,207</b>	<b>10,191,653</b>	<b>60,954,860</b>
<b>CURRENT AND ACCRUED LIABILITIES</b>			
Notes Payable	-	-	-
Notes Payable to Associated Companies	81,955,610	16,454,104	98,409,714
Accounts Payable	98,308,845	19,737,319	118,046,164
Accounts Payable to Associated Companies	26,200,293	5,260,193	31,460,486
Customer Deposits	7,280,857	3,297,246	10,578,103
Taxes Accrued	19,668,526	3,948,820	23,617,346
Interest Accrued	4,642,161	932,000	5,574,161
Dividends Declared	380,042	76,300	456,342
Tax Collections Payable	719,069	144,366	863,435
Miscellaneous Current and Accrued Liabilities	3,738,288	750,530	4,488,818
<b>TOTAL Current and Accrued Liabilities</b>	<b>242,893,691</b>	<b>50,600,878</b>	<b>293,494,569</b>
<b>DEFERRED CREDITS</b>			
Customer Advances for Construction	516,788	9,502,743	10,019,531
Asset Retirement Obligations	9,911,069	-	9,911,069
Accumulated Deferred Investment Tax Credits	47,461,776	1,816,552	49,278,328
Other Deferred Credits	26,975,281	12,649,346	39,624,627
Other Regulatory Liabilities	38,863,405	3,359,981	42,223,386
Accumulated Deferred Income Taxes	391,526,355	60,070,132	451,596,487
<b>TOTAL Deferred Credits</b>	<b>515,254,674</b>	<b>87,398,754</b>	<b>602,653,428</b>
Electric/Gas adjustment to balance	(35,504,180)	35,504,180	
<b>TOTAL Liabilities and Other Credits</b>	<b>\$ 2,327,128,167</b>	<b>\$ 495,633,643</b>	<b>\$ 2,822,761,810</b>

## KENTUCKY UTILITIES COMPANY

Balance Sheet  
At March 31, 2004  
Assets and Other Debits

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
<b>Utility Plant</b>				
Utility Plant	101-106	\$ 3,198,191,058	\$ 2,777,405,060	\$ 420,785,998
Plus: Construction Work in Progress	107	413,842,066	359,550,540	54,291,526
Total Utility Plant		\$ 3,612,033,124	\$ 3,136,955,600	\$ 475,077,524
Less: Accumulated Provision for Depreciation	108,111	1,620,978,300	1,396,698,122	224,280,178
Net Utility Plant		\$ 1,991,054,823	\$ 1,740,257,478	\$ 250,797,345
<b>Other Property and Investments</b>				
Non-Utility Property	121	\$ 1,027,089	\$ -	\$ 1,027,089
Less: Accum Prov for Depr and Amortization	122	130,614	-	130,614
Investment in Subsidiary Companies	123.1	14,673,778	-	14,673,778
Non-Current Portion of Allowances	158.1	-	-	-
Other Investments	124	543,562	-	543,562
Special Funds	125-128	5,460,029	-	5,460,029
Total Other Property and Investments		\$ 21,573,845	\$ -	\$ 21,573,845
<b>Current and Accrued Assets</b>				
Cash	131	\$ 7,929,547	\$ 6,959,288	\$ 970,259
Special Deposits	132-134	142,192	124,793	17,399
Working Funds	135	94,873	83,264	11,609
Temporary Cash Investments	136	-	-	-
Customer Accounts Receivable	142	49,304,741	32,398,761	16,905,980
Other Accounts Receivable	143	2,740,771	-	2,740,771
Less: Accum Prov for Uncollectable Accts-Credit	144	672,966	-	672,966
Notes Receivable from Associated Companies	145	-	-	-
Accounts Receivable from Associated Companies	146	14,021,403	-	14,021,403
Fuel	151	38,125,182	32,796,044	5,329,138
Plant Materials and Operating Supplies	154	22,056,640	19,267,269	2,789,371
Allowances	158.1	6,995,968	6,017,421	978,547
Less: Non-Current Portion of Allowances	158.1	-	-	-
Stores Expense Undistributed	163	5,178,311	4,523,441	654,870
Prepayments	165	5,378,860	4,720,703	658,157
Interest and Dividends Receivable	171	10,000	8,776	1,224
Accrued Utility Revenues	173	32,119,000	30,019,000	2,100,000
Miscellaneous Current Assets - Mark to Market	174	670,332	588,310	82,022
Total Current and Accrued Assets		\$ 184,094,855	\$ 137,507,070	\$ 46,587,785
<b>Deferred Debits</b>				
Unamortized Debt Expense	181	\$ 4,409,641	\$ 3,870,077	\$ 539,564
Unrecovered Plant and Regulatory Costs	182	-	-	-
Other Regulatory Assets	182.3	71,737,563	64,818,438	6,919,125
Preliminary Survey and Inventory	183	283,955	249,210	34,745
Clearing Accounts	184	-	-	-
Miscellaneous Deferred Debits	186	46,802,739	38,303,994	8,498,745
Unamortized Loss on Re-Acquired Debt	189	10,308,536	9,047,183	1,261,353
Accumulated Deferred Income Taxes	190	62,472,326	53,307,011	9,165,315
Total Deferred Debits		\$ 196,014,760	\$ 169,595,913	\$ 26,418,847
Total Assets and Other Debits		\$ 2,392,738,283	\$ 2,047,360,461	\$ 345,377,822



## KENTUCKY UTILITIES COMPANY

Balance Sheet  
At March 31, 2004  
Liabilities and Other Credits

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
<b>Proprietary Capital</b>				
Common Stock Issued	201	\$ 308,139,978	\$ 270,010,737	\$ 38,129,241
Preferred Stock Issued	204	40,000,000	35,050,943	4,949,057
Premium on Capital Stock	207	-	-	-
Paid in Capital	208-211	15,000,000	13,143,900	1,856,100
Derivative Cumulative Effect	214200	(133,680)	(117,138)	(16,542)
Capital Stock Expense	214	(594,394)	(520,844)	(73,550)
Retained Earnings	215-216	612,931,704	537,087,535	75,844,169
Unappropriated Undistributed Subsidiary Earnings	216.1	10,118,381	-	10,118,381
Total Proprietary Capital		\$ 985,461,988	\$ 854,655,133	\$ 130,806,855
<b>Long Term Debt</b>				
Bonds	221	\$ 389,830,000	\$ 341,592,436	\$ 48,237,564
Long Term Debt Marked to Market	221200	14,126,616	12,378,589	1,748,027
Long Term Debt To Associated Companies	233006	333,000,000	291,794,580	41,205,420
Other Long Term Debt	224	-	-	-
Unamortized Premium on Long Term Debt	225	-	-	-
Total Long Term		\$ 736,956,616	\$ 645,765,605	\$ 91,191,011
<b>Other Non-Current Liabilities</b>				
Accumulated Provision for Property Insurance	228.1	\$ -	\$ -	\$ -
Accumulated Provision for Injuries and Damages	228.2	-	-	-
Accumulated Provision for Pensions and Benefits	228.3	66,806,408	58,745,547	8,060,861
Accumulated Miscellaneous Operating Provision	228.4	-	-	-
Total Other Non-Current Liabilities		\$ 66,806,408	\$ 58,745,547	\$ 8,060,861
<b>Current and Accrued Liabilities</b>				
Notes Payable	231	\$ -	\$ -	\$ -
Accounts Payable	232	51,143,398	44,972,436	6,170,962
Notes Payable to Associated Companies	233	43,740,139	38,327,735	5,412,404
Accounts Payable to Associated Companies	234	23,622,565	-	23,622,565
Customer Deposits	235	13,672,077	12,878,696	793,381
Taxes Accrued	236	24,197,587	21,236,771	2,960,816
Interest Accrued	237	6,409,331	5,625,085	784,246
Dividends Declared	238	188,000	164,996	23,004
Matured Long Term Bonds/LTD Due in 1 Year	239	-	-	-
Tax Collections Payable	241	2,401,228	1,991,310	409,918
Miscellaneous Current and Accrued Liabilities	242	7,923,210	6,967,196	956,014
Total Current and Accrued Liabilities		\$ 173,297,536	\$ 132,164,225	\$ 41,133,311
<b>Deferred Credits</b>				
Customer Advances for Construction	252	\$ 1,575,855	\$ 1,546,472	\$ 29,383
Accumulated Deferred Investment Tax Credits	255	5,345,437	4,465,872	879,565
Other Deferred Credits	253	19,205,469	17,649,766	1,555,703
Other Regulatory Liabilities	254	49,702,357	42,410,525	7,291,832
Asset Retirement Obligation	230	20,023,418	17,388,936	2,634,482
Accumulated Deferred Income Taxes	281-283	334,363,199	285,308,774	49,054,425
Total Deferred Credits		\$ 430,215,735	\$ 368,770,345	\$ 61,445,390
Total Liabilities and Other Credits		\$ 2,392,738,283	\$ 2,060,100,855	\$ 332,637,428
Adjustment to Balance		\$ -	\$ 12,740,394	\$ (12,740,394)

## KENTUCKY UTILITIES COMPANY

Statement of Income  
Twelve Months Ended March 31, 2004

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
<b>Utility Operating Income</b>				
<b>Operating Revenues:</b>				
Residential Sales	440	\$ 281,578,507	\$ 259,707,950	\$ 21,870,557
Commercial and Industrial Sales:	442			
Small (or Comm) - Rural Comm & Comm L&P		191,488,542	180,877,737	10,610,805
Large (or Ind) - Industrial & Mine Power		207,828,917	196,538,804	11,290,113
Public Street and Highway Lighting	444	7,339,538	7,124,543	214,995
Other Sales to Public Authorities	445	59,656,163	56,094,382	3,561,781
Total Sales to Ultimate Consumers		\$ 747,891,667	\$ 700,343,416	\$ 47,548,251
Sales for Resale	447	135,394,540	69,468,355	65,926,185
Total Sales of Electricity		\$ 883,286,207	\$ 769,811,771	\$ 113,474,436
Less: Provision for Refund	449.1	4,365,456	2,552,317	1,813,139
Total Revenues Net of Provision for Refund		\$ 878,920,751	\$ 767,259,454	\$ 111,661,297
<b>Other Operating Revenues:</b>				
Miscellaneous Service Revenues	451	975,644	952,899	22,746
Rent from Electric Property	454	2,319,851	2,202,437	117,414
Other Electric Revenues	456	22,801,032	19,649,030	3,152,002
Total Other Operating Revenues		\$ 26,096,528	\$ 22,804,366	\$ 3,292,162
<b>Total Operating Revenue</b>		\$ 905,017,279	\$ 790,063,821	\$ 114,953,459
<b>Operating Expenses:</b>				
Operation Expenses	401	\$ 545,958,631	\$ 474,576,724	\$ 71,381,907
Maintenance Expenses	402	43,188,398	37,809,370	5,379,029
Depreciation Expense	403	97,953,310	85,382,668	12,570,642
Amortization of Limited-Term Electric Plant	404	5,126,580	4,504,408	622,172
Regulatory Credits	407	(1,416,667)	(1,218,514)	(198,153)
Taxes Other than Income Taxes	408.1	15,946,345	14,195,946	1,750,398
Income Taxes - Federal	409.1	37,176,895		
Income Taxes - State	409.1	14,529,585	56,271,450	12,892,593
Provision for Deferred Income Taxes	410.1	60,644,219		
Provision for Deferred Income Taxes - Credit	411.1	(43,186,657)		
Accretion Expense	411.1	1,241,490	1,067,843	173,647
Investment Tax Credit Adjustment - Net	411.4	-	-	-
Losses/(Gains) from Disposition of Allowances	411.8	(286,166)	(246,140)	(40,026)
Total Utility Operating Expenses		\$ 776,875,964	\$ 672,343,756	\$ 104,532,209
<b>Net Utility Operating Income</b>		\$ 128,141,315	\$ 117,720,065	\$ 10,421,250

**KENTUCKY UTILITIES COMPANY**

Statement of Income  
Twelve Months Ended March 31, 2004

Title of Account Column A	No. Col. B	Total Kentucky Utilities Column C	KU Retail Jurisdictional Column D	Other Jurisdictional Column E
<b>Other Income and Deductions are not separated on a jurisdictional basis.</b>				
<b>Other Income and Deductions</b>				
Total Other Income		\$ 5,786,597		
Total Other Income Deductions		2,461,185		
Total Taxes on Other Income and Deductions		(5,134,615)		
Net Other Income and Deductions		\$ 8,460,028		
<b>Interest Charges</b>				
Interest on Long Term Debt	427	\$ 20,048,754		
Amortization of Debt Discount and Expense	428	271,337		
Amortization of Loss on Re-Acquired Debt	428.1	791,153		
Amortization of Premium on Debt - Credit	429	-		
Amortization of Gain on Re-Acquired Debt - Credit	429.1	-		
Interest on Debt to Associated Companies	430	976,997		
Other Interest Expense	431	3,006,980		
Allowance for Borrowed Funds Used During Construction	432	(515,609)		
Net Interest Charges		\$ 24,579,611	\$ 22,009,911	\$ 2,569,700
Cumulative Effect of Accounting Change, Net of Tax		\$ -		
Net Income		\$ 112,021,732		

**POWERGEN, PLC, LG&E ENERGY, LOUISVILLE GAS & ELECTRIC  
COMPANY, AND KENTUCKY UTILITIES COMPANY**

**CASE NO. 2000-095**

**Response to Appendix B, Reporting Requirements, To Be Filed Quarterly, No. 1**

**“A report detailing the proportionate share of KU and LG&E in LG&E Energy’s  
total operating revenues, operating and maintenance expenses and number of  
employees.”**

The requested information, as of March 31, 2004, is attached.

**PowerGen plc and LG&E Energy Corporation**  
**Case No. 2000-095 - Appendix B, Reporting Requirements To Be Filed Quarterly, No. 1**  
**KU and LG&E Share of Selected LG&E Energy Financial & Operating Numbers**  
**Income Statement Numbers are TME March 31, 2004**  
**Employee Number is as of March 31, 2004**

	<b>KU</b>	<b>LG&amp;E</b>
Total Operating Revenues	39.1%	48.8%
Total Operating and Maintenance Expenses	31.8%	44.7%
Number of Employees	27.4%	25.7%

**POWERGEN, PLC, LG&E ENERGY, LOUISVILLE GAS & ELECTRIC  
COMPANY, AND KENTUCKY UTILITIES COMPANY**

**CASE NO. 2000-095**

**Response to Appendix B, Reporting Requirements, To Be Filed Quarterly, No. 2**

**“The number of employees of LG&E Energy and each subsidiary on the basis of  
payroll assignment.”**

The requested information, as of March 31, 2004, is attached.

**PowerGen plc and LG&E Energy Corporation**  
**Case No. 2000-095 - Appendix B, Reporting Requirements To Be Filed Quarterly, No. 2**  
**LG&E Energy and Subsidiaries Employees by Payroll Assignment**  
**As of March 31, 2004**

<b>LG&amp;E Energy Corp</b>	0
<b>LG&amp;E Service Company</b>	1,002
<b>Kentucky Utilities Company</b>	942
<b>Louisville Gas &amp; Electric Company</b>	884
<b>LG&amp;E Energy Marketing</b>	0
Home Services	0
Enertech	0
LPI-Development	0
LPI-Power Generation	172
Western Kentucky Energy	440
CRC-Evans	0
<b>Total LG&amp;E Capital Corp</b>	612
<b>Total LG&amp;E Energy Corporation and Subsidiaries</b>	3,440

**E.ON AG, POWERGEN, PLC, LG&E ENERGY, LOUISVILLE GAS &  
ELECTRIC COMPANY, AND KENTUCKY UTILITIES COMPANY**

**CASE NO. 2001-104**

**Response to *Quality of Service*, page 31**

**“LG&E and KU will be required to file quarterly outage reports...” reflecting  
“...the previous 12 months of data...” at the substation level. “To reduce the  
volume of paper filed and to allow better analysis of the data provided, the required  
outage reports should be filed electronically in a format to be mutually agreed upon  
by the Commission and the Applicants.”**

**Response to Appendix A, Service Quality and Reliability, No. 31**

**“LG&E and KU commit to periodically filing the various reliability and service  
quality measurements they currently maintain, to enable the Commission to  
monitor their commitment that reliability and service quality will not suffer as a  
result of the acquisition.”**

Please see the attached report entitled *Prior Year SAIDI/SAIFI by Substation v. 5 Year Average [Twelve Month Ended (TME) March]* which, for Kentucky Utilities, is 13 pages and, for Louisville Gas & Electric, is 3 pages. Except for the absence of a variance calculation and for a related explanation of variance, these reports are formatted identically to the Year-End 2000, Year-End 2001, Year-End 2002, and Year-End 2003 Reports previously filed with the Commission. All of these Year-End Reports were filed pursuant to *Summary of Findings No. 11* and *Appendix A: Service Quality and Reliability, No. 5* in the Commission's Order in Case No. 2000-095.

Also, supplemental information on customer counts, requested by the Commission Staff, is provided with this TME March 2004 Report.

Finally, an Excel file containing the information from the attached reports is included with the original document of this filing.



**E.ON AG, Powergen plc and LG&E Energy Corporation**  
**Case No. 2001-104 - Response to Quality of Service p. 31 and Appendix A:Service Quality & Reliability No. 31**  
**Prior Year SAIDI/SAIFI by Substation v. 5-Year Average [Twelve Month Ended (TME) March]**  
**Including Supplemental Customer Number Data Requested by Commission Staff**  
**Kentucky Utilities Company**

**System Average Interruption Duration Index ("SAIDI") by Substation**  
**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
004	MORGANFIELD	800	26.205	7.560	0.870	0.047
005	EARLINGTON 12KV	867	120.973	139.714	1.483	1.721
006	GRAHAM	760	49.661	14.991	0.513	0.175
012	CORYDON	714	162.414	91.575	1.123	1.144
020	FINCHVILLE 1	383	22.826	138.298	0.175	0.950
023	MILLERSBURG	762	235.141	87.717	2.058	2.122
027	GREASY CREEK 12KV	586	78.314	273.489	1.337	2.954
028	LEXINGTON PLANT	4026	59.573	26.585	0.513	0.318
029	BROMLEY	925	117.933	123.452	0.683	0.413
031	LYNCH 7.2KV	594	397.771	185.375	1.368	0.407
032	HARLAN WYE 12KV	2296	111.688	72.222	0.376	1.059
060	LANDSOWNE SWITCHING	11625	150.673	134.378	0.987	1.287
064	BONNIEVILLE	350	337.254	0.800	4.326	0.011
067	CARROLLTON 4KV	2737	33.165	44.079	0.467	0.286
069	RICHMOND 12KV	7960	65.044	13.179	0.607	0.140
070	POCKET	157	25.214	30.752	0.408	0.197
072	DORCHESTER	1767	204.607	43.866	3.960	1.211
080	EVARTS	1241	172.810	165.277	1.440	1.991
084	SHARON	2244	56.746	24.079	0.560	0.321
090	RODBURN 12KV	571	16.632	413.007	0.229	1.928
091	KENTON	2792	42.436	16.980	1.088	0.664
093	LONDON	3358	96.484	92.132	0.765	1.161
100	GREEN RIVER STEEL	25	0.640	2.400	0.016	0.040
116	ST PAUL	2801	89.407	157.971	0.581	1.689
122	WEST CLIFF	22	0.000	0.000	0.000	0.000
124	MIDDLESBORO 1 12KV	2185	24.624	20.318	0.480	0.363
127	HAEFLING	1271	86.066	185.529	0.911	1.123
142	BEVIER	274	45.070	2.205	0.683	0.092
158	BOND	3016	79.794	183.279	1.293	2.438
159	WICKLIFFE	1	24.000	380.000	0.400	1.000
175	FARMERS	719	66.073	94.223	0.557	0.586
176	LOUDON AVENUE	5086	51.627	27.502	0.760	0.295
195	BARLOW	1281	41.185	32.471	0.486	0.523
196	AMERICAN AVENUE	2796	30.933	15.686	0.328	0.159
197	EMINENCE	2635	52.490	12.118	0.435	0.221
198	SHELBYVILLE 12KV	2800	95.207	15.089	1.797	0.164
199	WINCHESTER	646	47.653	2.770	0.516	0.028

**E.ON AG, Powergen plc and LG&E Energy Corporation**  
**Case No. 2001-104 - Response to Quality of Service p. 31 and Appendix A: Service Quality & Reliability No. 31**  
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**Including Supplemental Customer Number Data Requested by Commission Staff**  
**Kentucky Utilities Company**

**System Average Interruption Duration Index ("SAIDI") by Substation**  
**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
204	DANVILLE NORTH	1668	21.938	8.152	0.223	0.101
212	SIMMONS	34	54.971	101.647	0.629	0.529
220	TOYOTA NORTH	3	0.000	0.000	0.000	0.000
221	TOYOTA SOUTH	3	0.000	0.000	0.000	0.000
222	NAS	1	4.000	0.000	0.200	0.000
223	CARNTOWN	596	202.015	50.082	1.580	0.318
301	BIG STONE GAP	3831	104.271	80.629	0.951	0.799
310	DIXIANA	2	0.000	624.000	0.000	2.000
311	DWINA	299	223.278	245.080	0.957	2.292
312	CLINCH VALLEY	910	109.724	244.407	0.578	3.759
314	HAMER 4KV	9	214.711	40.333	1.244	0.222
318	KEOKEE	128	45.846	92.220	0.515	0.961
321	OSAKA EAST	339	64.073	418.389	0.682	2.299
323	PENNINGTON GAP	383	12.617	2.455	0.203	0.013
324	PENDLETON	10	110.685	24.200	0.902	0.200
328	SANDY RIDGE 2	590	127.962	136.799	1.120	1.961
337	WISE	3253	29.660	114.441	0.230	1.881
338	NORTON EAST	912	26.916	44.715	0.341	1.467
341	EXETER	159	2.411	160.443	0.037	0.763
342	ROCKY FORK	173	116.342	506.267	0.513	2.000
343	POOR VALLEY	1695	49.370	104.103	0.674	1.062
346	ST CHARLES 12KV	540	105.462	351.350	0.760	2.744
350	ROSE HILL	1455	133.262	56.557	1.069	0.464
351	VIRGINIA CITY	7	0.000	30.000	0.000	1.000
353	HERALD	1	18397.000	0.000	98.000	0.000
356	BLACKWOOD	13	28.554	46.154	0.246	0.615
358	EAST STONE GAP	1684	26.464	44.643	0.509	0.543
359	TOMS CREEK NORTH	9	6.044	39.889	0.200	1.111
361	HAMBLIN	2328	67.914	221.413	1.070	1.939
362	GUEST RIVER	1	972.000	0.000	8.000	0.000
363	RACEWAY	50	26.452	16.760	0.480	0.080
364	CRITICAL FORK	12	59.067	393.500	0.333	1.583
365	WHITE OAK	253	33.048	123.174	0.390	1.482
367	BLACK CREEK 2	5	81.920	1220.000	1.240	2.000
369	TOMS CREEK 2	2	0.000	30.000	0.000	1.000
370	APPALACHIA	1139	16.734	21.148	0.179	0.362
375	BENS BRANCH	1	0.000	0.000	0.000	0.000
376	ADDINGTON	367	72.180	311.098	0.306	2.232

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**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
379	ESSERVILLE	1119	28.515	39.460	0.296	1.129
380	BEAR BRANCH	27	12.326	110.407	0.178	0.778
381	ROARING FORK	56	31.950	50.659	0.643	1.144
382	FRANCO	1	0.000	0.000	0.000	0.000
385	STONEGA	15	40.933	0.000	0.453	0.000
400	FLORIDA TILE	1322	86.394	23.864	1.715	0.158
401	WICKLIFFE CITY	600	30.713	226.286	0.365	0.634
402	ALEXANDER	2239	111.527	144.516	0.702	1.499
403	DAYHOIT	1282	26.238	107.032	0.308	1.626
404	HARRODSBURG NORTH	482	4.882	1.536	0.052	0.017
405	CENTRAL CITY SOUTH	1516	54.277	75.506	0.844	1.032
406	MOREHEAD WEST	1791	57.455	15.451	0.455	0.154
407	COLUMBIA SOUTH	874	9.509	8.937	0.597	0.107
408	RUSSELL SPRINGS	1956	39.610	66.064	0.578	0.916
409	LEBANON SOUTH	700	100.792	82.914	1.264	0.506
410	GREENVILLE NORTH	1609	44.087	33.217	0.812	0.413
411	AISIN	995	245.542	1246.042	6.608	7.178
415	GHENT	276	35.558	102.438	0.477	0.972
416	PARKER SEAL	3070	81.777	22.251	1.436	0.140
417	HARRODSBURG 3	1109	31.240	221.514	0.615	0.487
418	TEXAS GAS	2	0.000	0.000	0.000	0.000
419	DANIEL BOONE	104	294.249	205.721	2.128	2.827
421	DAWSON SPRINGS	858	5.165	73.180	0.161	1.241
425	FREDONIA	603	35.632	173.951	0.270	2.646
426	FREDONIA QUARRY 12KV	37	83.254	211.509	0.286	1.513
429	RICHMOND 2	557	13.113	1.833	0.422	0.023
430	BELL & ZOLLER	1	33.800	0.000	0.400	0.000
433	ROCKWELL	3107	88.049	13.992	1.510	0.284
435	BUNGE NO 1	2	32.000	660.000	0.300	2.000
437	MANNINGTON	183	392.176	372.268	4.156	5.202
438	MARION	974	30.542	63.032	0.282	1.115
439	SHAVERS CHAPEL	2434	192.690	66.338	1.569	0.460
440	MEXICO	245	12.339	65.761	0.134	1.109
441	WARSAW	1035	22.052	11.110	0.140	0.055
442	WEBCOAL	2	15.100	0.000	0.200	0.000
443	MADISONVILLE G E	1	43.000	0.000	0.200	0.000
444	SHAWNEE GAS 4KV	479	23.453	8.816	0.222	0.150

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			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
446	LANCASTER 1	2142	1.239	66.575	0.016	0.375
447	ONTON	352	339.550	177.966	1.870	1.220
448	OUTWOOD	8	66.625	50.000	0.475	1.000
449	SHUN PIKE	1425	115.141	89.457	1.218	1.459
451	DANVILLE INDUSTRIAL	59	2.624	14.333	0.061	0.717
453	PROVIDENCE	1	115.800	63.000	0.400	1.000
456	A O SMITH	2577	41.306	7.371	0.383	0.500
457	SENTRY	64	0.984	24.500	0.009	0.453
458	CHRISTIAN	200	70.745	140.597	0.550	1.075
463	REYNOLDS	4256	25.201	288.516	0.332	2.138
467	BEAVER DAM	1580	201.674	38.550	1.871	0.441
468	BEECH CREEK 1	398	116.175	4.452	1.236	0.053
472	CAMPBELLSVILLE 2	1245	25.840	35.978	0.661	0.796
473	METAL & THERMIT	473	188.715	79.064	3.085	1.099
475	UK SCOTT 12	1	0.000	0.000	0.000	0.000
476	OVERLAND SOUTH	1	20.800	0.000	0.200	0.000
478	WILLIAMSBURG SOUTH	2407	80.386	186.102	0.774	1.612
479	ECHOLS	386	181.245	5.550	1.126	0.044
480	GREENVILLE	1036	39.370	0.335	0.408	0.007
481	ISLAND	708	167.513	233.324	1.712	2.248
489	MARKLAND DAM	2	15.000	0.000	0.200	0.000
492	UNIONTOWN	727	13.206	2.244	0.291	0.029
493	BENHAM	2	0.000	0.000	0.000	0.000
494	WHITLEY CITY	1514	95.272	244.961	1.453	3.012
496	CAMP BRECKNRIDGE	406	33.911	6.008	0.613	0.042
497	MUHLENBERG PRISON	734	151.226	37.404	1.240	1.005
498	SIXTH VEIN	802	194.200	251.156	2.120	2.076
499	KENTENIA	1390	76.636	324.617	0.398	2.067
500	FERGUSON SOUTH	162	2.754	94.846	0.076	1.648
501	DIAMOND	128	8.728	1022.227	0.087	1.188
502	DIXON	479	122.221	76.739	1.310	0.858
503	ALVA	17	3.341	19.118	0.012	0.059
504	FOURMILE	154	68.686	147.312	0.876	1.819
506	PRIDE	36	0.500	0.000	0.011	0.000
507	WEST HICKMAN	933	43.207	174.603	0.790	2.133
508	STURGIS 4KV	1827	20.104	767.882	0.524	2.236
509	STONEWALL	4319	103.161	120.740	1.482	1.865
510	AIRLINE RD 12KV	695	61.174	176.429	1.694	3.095

**E.ON AG, Powergen plc and LG&E Energy Corporation**  
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Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
512	BUTLER	1074	72.612	15.608	0.629	0.197
513	WOODLAWN	586	37.412	5.223	0.359	0.041
516	WEST HIGH STREET	527	26.517	1.148	0.318	0.016
517	BRUSH CREEK	102	103.463	71.633	0.788	1.236
519	CROCKETT	124	454.811	545.329	2.065	2.925
521	CRANKS CREEK EAST	16	52.275	148.438	0.350	1.375
522	VERSAILLES WEST	1631	74.586	137.463	0.786	0.900
525	OHIO NO 11	1	9.000	0.000	0.200	0.000
526	BELT LINE	3142	75.338	92.461	0.475	1.161
527	ELIZABETHTOWN 5	2550	25.808	154.687	0.470	1.180
528	BUNGE NO 2	1	2.000	87.000	0.200	0.000
529	LIBERTY ROAD	5726	114.236	60.888	1.179	1.360
530	MADISONVILLE WEST	1	51.000	0.000	0.400	0.000
531	MAYSVILLE MID	881	9.624	21.613	0.273	0.383
532	CLAYS MILL	7990	52.610	64.214	0.587	0.752
534	MANCHESTER	802	258.431	163.610	2.030	1.944
535	WESTVACO	5	0.000	0.000	0.000	0.000
536	WILLIAMSBURG	657	33.943	10.019	0.291	0.165
537	WAITSBORO	1544	26.722	160.456	0.637	0.897
538	STINKING CREEK	1134	113.554	63.293	1.001	0.597
539	EWINGTON	618	5.354	3.688	0.062	0.067
540	OKONITE	861	35.681	92.139	0.372	0.465
542	RICHMOND INDUSTRIAL	32	37.787	72.594	0.444	0.563
545	RICHMOND SOUTH	3495	82.773	96.979	0.472	0.848
546	SOMERSET SOUTH	740	56.473	39.361	0.920	0.339
547	KUHLMAN	1	0.000	0.000	0.000	0.000
548	CIMARRON	14	8.014	6.429	0.343	0.071
549	BRYANT ROAD	3531	45.414	58.491	0.527	0.352
552	ELIZABETHTOWN INDUSTRIAL	833	15.030	79.676	0.574	0.639
555	DANIEL BRANCH	214	4.981	242.720	0.045	0.932
556	LEITCHFIELD EAST	798	27.500	31.078	0.313	0.470
557	HARLAN 4KV	1567	76.690	52.996	0.779	0.796
559	WARSAW EAST	1	0.000	0.000	0.000	0.000
560	CERRO-SALEM	1	63.000	0.000	0.200	0.000
561	MARY HELEN	40	0.900	0.000	0.005	0.000
562	MILLWOOD	561	86.518	147.127	0.628	0.555
563	SHANNON RUN	1222	84.463	161.875	0.527	1.214

**E.ON AG, Powergen plc and LG&E Energy Corporation**  
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Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
564	BAILEY CREEK	304	0.279	0.000	0.003	0.000
565	SOMERSET GE	29	0.000	3.241	0.000	0.034
566	HOPEWELL	1778	37.315	140.505	0.537	1.644
568	EARLINGTON	564	44.852	30.319	0.672	1.779
569	CYNTHIANA SOUTH	438	15.871	158.420	0.213	1.384
570	BURNSIDE	624	88.123	89.922	1.641	1.993
571	CENTRAL CITY	1617	17.961	66.845	0.398	1.418
573	WAYNESBURG	689	153.679	154.685	1.013	0.999
574	MARION SOUTH	1408	43.379	100.544	0.828	2.015
575	DEER BRANCH	242	250.776	465.029	1.627	2.530
576	GREENVILLE 12KV	1336	86.361	135.534	1.058	1.073
577	BLACK MOUNTAIN	8	90.975	765.000	0.575	0.750
579	DAWSON INDUSTRIAL	531	16.648	42.860	0.211	0.740
580	BUENA VISTA	1080	28.363	33.023	0.318	0.369
581	CLINTON 12KV	1081	123.521	70.783	1.034	1.508
582	DANVILLE 1 12KV	2469	21.559	59.088	0.337	0.931
583	DAYS BRANCH	1	81.000	0.000	0.200	0.000
584	YELLOW ROCK NORTH	88	89.628	61.813	0.576	0.307
585	SCHOLLS	643	6.296	2.187	0.085	0.014
586	HARRODSBURG 1	959	4.262	1.376	0.065	0.011
587	KY STATE HOSPITAL	386	48.402	178.838	0.867	1.342
588	SHELBYVILLE SOUTH	2993	18.283	40.178	0.198	0.673
589	MOUNT VERNON	1580	33.072	44.360	0.684	0.359
590	DANVILLE WEST	31	12.471	6.129	0.323	0.032
591	LOCKPORT	1187	96.873	0.399	0.899	0.005
592	PINE HILL	692	113.247	187.303	0.778	1.313
594	RADCLIFF SOUTH	1038	10.362	165.573	0.245	2.692
595	MACKVILLE	181	7.935	461.479	0.261	2.874
596	PERDUE	3	954.000	0.000	9.333	1.000
597	CLARKSON	529	24.816	19.003	0.231	0.072
600	SHADRACK	1354	84.022	81.334	0.644	0.268
601	DARK HOLLOW	1107	84.201	230.463	0.560	2.078
602	MELDRUM	481	528.201	1006.134	5.968	7.300
604	NEW HAVEN	1018	20.768	6.754	0.322	0.031
605	ROGERSVILLE	2556	25.086	217.359	0.382	1.953
606	FORESTERS CREEK	1	124.000	0.000	1.000	0.000
607	ASHLAND PIPE	2413	100.679	99.423	1.014	1.254
608	VINE GROVE	1205	21.081	387.936	0.436	1.955

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609	DELAPLAIN	133	32.862	1.365	0.275	0.016
610	MORGANFIELD CITY 4KV	1087	17.759	3.567	0.235	0.039
611	HORSE CAVE	3007	92.447	234.136	1.098	1.215
613	TUNNEL HILL	396	87.572	685.303	0.642	2.726
615	VALLEY	1	12.000	196.000	0.200	1.000
616	PROVIDENCE EAST	1	0.000	191.000	0.000	2.000
617	IBM	2912	30.919	30.886	0.431	0.329
618	NELSON	338	331.912	48.863	2.063	1.030
619	BARDSTOWN CITY	1	76.400	0.000	0.400	0.000
620	MADISONVILLE EAST	27	4.178	0.000	0.067	0.000
621	VILEY ROAD	2192	113.235	147.344	0.966	1.370
622	WEBCOAL 2	3	2.000	0.000	0.067	0.000
627	SHAKERTOWN	366	14.218	23.377	0.236	0.182
629	JACKS CREEK	1	7.000	0.000	0.400	0.000
632	APPOLO	1	374.400	255.000	3.000	4.000
633	BOONE AVENUE	3402	47.351	61.754	0.677	1.136
634	FAIRFIELD	1273	105.604	402.578	1.102	1.023
635	DYCUSBURG	107	79.800	6.875	1.200	0.066
636	ELIZABETHTOWN WEST	870	8.237	40.618	0.097	0.386
637	CROSSROADS	86	172.814	346.408	1.051	3.533
638	LA GRANGE PENAL	1041	47.613	13.841	0.584	0.078
639	LAWRENCEBURG 12KV	5129	33.969	329.757	0.567	2.022
640	ZION	693	73.885	11.824	1.384	0.148
641	BEAVER DAM NORTH	408	133.951	18.449	2.297	0.228
642	UNION UNDERWEAR	709	106.327	17.197	1.260	0.209
643	BEECHMONT	663	68.071	26.185	0.663	0.713
644	CHUNKLICK BRANCH	3	0.000	0.000	0.000	0.000
646	REED MINERALS	4	22.400	0.000	0.400	0.000
647	TAYLORSVILLE	1524	37.627	16.294	0.415	0.181
648	MORGANFIELD INDUSTRIAL	622	43.706	14.755	1.065	0.139
649	BEATTYVILLE 4KV	777	65.491	47.203	0.422	1.134
651	ESTILL STONE CO	3	0.000	692.000	0.000	1.333
652	IRVINE	2250	80.815	176.838	1.275	1.496
653	DOZIER HEIGHTS	1461	50.580	32.483	0.782	0.286
655	CAMPBELLSBURG	965	178.452	289.105	1.831	2.281
656	TOTZ	77	234.649	0.000	0.723	0.000
658	IBM NORTH	1	0.000	0.000	0.000	0.000

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659	G E LAMP WORKS	849	25.431	37.253	0.142	0.483
660	HUGHES LANE	1166	133.757	133.761	1.151	1.693
661	ASHBY ELECTRIC	1	18.000	149.000	0.200	1.000
662	LEXINGTON WATER COMPANY 4KV	5631	138.188	274.327	1.476	1.841
663	CORPORATE DRIVE	2	45.500	0.000	0.200	0.000
664	RACE STREET 4KV	3032	21.972	3.713	0.201	0.047
665	POWDERLY	857	68.815	24.572	1.141	0.241
666	OXFORD	2150	19.198	209.711	0.254	2.629
667	HALEY	1273	174.146	171.436	1.287	1.115
669	GEORGETOWN 4KV	5863	15.043	22.458	0.266	0.231
670	FORKS OF ELKHORN	1194	112.998	161.734	1.138	1.262
671	EDDYVILLE PRISON	149	113.273	2.013	1.103	0.034
673	SALEM	740	73.535	23.582	1.204	0.172
677	WILMORE 12KV	2697	121.783	187.994	1.079	2.551
678	BOONESBORO	16	59.737	0.000	0.350	0.000
679	JOSEPH	2	36.000	0.000	1.000	0.000
680	WINCHESTER WATER	594	83.596	23.713	0.766	0.171
681	MUNFORDVILLE	1381	59.179	269.064	0.745	1.345
682	CENTERTOWN SOUTH	293	70.009	203.004	0.772	1.372
683	MOREHEAD 4KV	1817	64.181	21.723	0.679	0.664
686	CARLISLE 4KV	2367	79.665	84.523	0.689	0.939
687	RED HOUSE	1546	34.898	115.684	0.366	1.041
688	PARIS 4KV	810	4.542	0.000	0.104	0.000
689	CLAY - KU	831	8.667	501.561	0.180	2.875
690	CYNTHIANA 4KV	2756	75.455	43.643	0.610	0.481
691	CLOVERLICK	794	134.093	22.619	0.868	0.201
692	MAYSVILLE EAST	1224	7.246	0.794	0.086	0.013
693	STRINGTOWN	11	12.273	77.727	0.164	1.727
694	PEPPER PIKE	1872	77.556	363.354	0.581	2.248
695	ROGERS GAP	1677	19.238	5.103	0.261	0.053
696	WEDONIA	1574	22.208	28.356	0.131	0.286
697	MAYSVILLE WEST	1220	13.720	1.496	0.292	0.038
698	RADCLIFF	1915	25.562	301.086	0.611	3.181
699	BORG-WARNER	393	32.917	111.109	0.549	1.237
701	LAWRENCE	106	325.542	50.571	2.777	0.477
702	MANITOU	413	54.505	179.104	0.437	1.516
703	CRESCENT	1	10.200	0.000	0.200	0.000
704	MANCHESTER SOUTH	1431	235.818	185.665	1.495	1.692



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705	OWENTON	992	52.178	15.265	0.510	0.151
707	CAWOOD	1103	95.421	353.884	0.646	1.992
708	CLAXTON	183	10.313	563.411	0.114	3.644
710	KENTUCKY RIVER	360	276.865	352.038	2.286	2.636
711	HIGHSPLINT	1	58.400	232.000	1.200	1.000
712	EAST DIAMOND	633	131.082	72.434	1.426	1.195
715	GARDNER	1	0.000	0.000	0.000	0.000
716	HIGBY MILL 12KV	5605	74.683	44.359	1.096	0.373
717	JOYLAND	6080	70.289	90.552	0.960	0.795
718	POOLE	209	21.478	80.238	0.244	1.086
719	LEBANON INDUSTRIAL	1	78.000	0.000	0.200	0.000
720	MADISONVILLE SOUTH I	2	0.000	0.000	0.000	0.000
721	CARON	1772	30.764	24.243	0.424	0.239
722	PINEVILLE	2627	76.253	188.944	0.793	1.670
723	LEMONS MILL	267	70.207	211.942	0.606	2.497
724	SHELBYVILLE EAST	3424	46.236	10.899	0.617	0.119
725	ASHBYBURG PUMP	79	52.281	1125.418	0.559	1.253
726	STANFORD NORTH	1419	10.268	26.352	0.334	0.365
727	SALT LICK	858	105.624	51.897	1.199	0.865
728	WINCHESTER INDUSTRIAL	48	479.468	0.000	14.013	0.000
729	PAINT LICK	504	27.362	9.380	0.249	0.063
731	ATOKA	1048	12.847	175.495	0.284	1.461
733	MID VALLEY SIMPSONVILLE	1	31.000	0.000	0.400	0.000
735	SCOTT STREET	1779	4.175	71.823	0.031	0.516
736	HARTFORD	1455	89.819	5.123	0.644	0.059
737	MOUNT STERLING 12KV	2827	14.664	147.436	0.266	1.882
738	EASTVIEW	1295	47.772	2.784	0.278	0.037
739	VINE STREET 4KV	1141	37.260	27.485	0.497	0.437
741	WEBCOAL 3	1	0.000	0.000	0.000	0.000
742	SALVISA	595	2.398	10.530	0.046	0.116
743	DETROIT HARVESTER 4KV	1483	34.228	60.981	0.457	0.864
744	SHELBY CITY	493	43.912	2.100	0.810	0.041
745	KUNKEL	858	28.941	467.444	0.463	3.373
746	CORNING HB 2.5 I	3	0.000	0.000	0.000	0.000
747	MIDWAY 12KV	1395	89.876	243.704	0.887	1.517
750	SOMERSET GE	1	0.000	0.000	0.000	0.000
751	SCIENCE HILL	990	34.261	73.142	0.288	1.019

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753	FORESTDALE	1499	96.450	24.567	0.774	0.413
755	MADISONVILLE HOSPITAL	1	14.000	0.000	0.200	0.000
758	BARDWELL	37	40.416	163.784	0.784	0.838
759	RIO	441	36.053	40.401	0.365	0.585
761	YELLOW ROCK 2	1	16746.000	0.000	152.400	0.000
762	HIGH BRIDGE 4KV	186	56.543	7.743	0.291	0.038
764	DAWSON 12KV	683	139.781	416.193	1.235	4.343
765	LIBERTY	2106	57.019	55.584	0.532	1.802
766	SYLVANIA 4KV	1449	33.353	6.400	0.887	0.119
767	ELIZABETHTOWN 2	4642	5.820	16.116	0.131	0.354
768	CAMPBELLSVILLE 1	3399	15.016	91.866	0.314	1.468
769	MOUNT TABOR	219	87.154	135.999	1.311	2.148
770	CROFTON	729	189.541	411.327	2.232	3.777
771	LIVERMORE	820	156.867	90.689	2.198	1.033
772	VERSAILLES	1822	48.927	130.844	0.504	0.659
773	AUGUSTA	941	39.557	12.708	0.459	0.147
774	HODGENVILLE 4KV	2651	40.797	373.538	0.586	1.434
775	CRAB ORCHARD	612	10.267	12.397	0.300	0.071
777	NEWTOWN	1409	47.682	100.677	0.406	0.712
778	EAST BERNSTADT	1271	45.653	8.841	0.668	0.115
779	SOMERSET 2	995	7.554	12.828	0.141	0.225
780	MIDDLESBORO 2 4KV	4068	26.053	52.848	0.300	0.587
782	MORTONS GAP	738	78.334	109.606	0.968	1.193
783	GREENSBURG	1418	66.634	47.804	0.514	0.656
784	COLUMBIA	1819	22.216	56.523	0.746	1.381
785	SPARTA	506	130.471	78.289	0.875	0.398
786	SIMPSONVILLE	1252	65.871	15.432	1.081	0.120
787	SEBREE	762	38.007	76.420	0.416	1.111
788	LEBANON	1459	89.028	0.544	1.357	0.004
790	DENHAM STREET	1023	10.885	196.727	0.394	1.222
791	BOSTON	1189	66.504	2.658	0.661	0.031
793	LEITCHFIELD	1116	73.731	5.627	0.525	0.038
794	WHITE PLAINS	814	377.274	678.029	3.397	4.725
795	CORBIN US STEEL	1	320.000	4225.000	4.800	84.000
797	CALHOUN	755	163.840	29.274	1.204	0.121
798	OWINGSVILLE	1156	107.976	3.629	0.500	0.068
799	HORSE CAVE INDUSTRIAL	104	241.714	1.019	1.949	0.010
800	PUCKETT CREEK	401	106.794	136.642	0.563	1.381

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802	SOMERSET 1	1851	17.134	119.676	0.257	1.625
803	NORTONVILLE	1234	238.472	386.985	2.727	4.244
805	CAMARGO	2269	86.366	268.410	0.687	5.441
807	FMC	1375	126.927	9.292	0.746	0.102
808	ASHLAND AVENUE	4377	76.642	106.242	0.864	1.273
809	ELIZABETHTOWN 3	11	0.000	0.000	0.000	0.000
810	HOLMES MILL	245	268.673	251.895	1.659	1.102
811	ELIZABETHTOWN 4	1771	27.563	546.664	0.475	1.777
815	RIVERVIEW	551	240.418	756.537	1.047	1.038
816	MCCOY AVENUE	1	0.000	0.000	0.000	0.000
817	DRAKESBORO	746	121.892	22.649	1.902	0.275
818	DAYTON-WALTHER	1	145.000	420.000	2.600	7.000
819	PARIS 12KV	2289	93.645	203.875	1.365	1.809
822	CEDAR BLUFF	93	103.011	552.430	0.854	3.151
823	SPINDLETOP	773	178.182	158.685	2.292	1.903
824	FLEMINGSBURG	1337	24.333	11.819	0.153	0.076
825	CORNING HB 2.5 1	3	0.000	0.000	0.000	0.000
826	SPRINGFIELD	1753	78.678	50.194	1.109	0.481
827	ST CHARLES	825	180.034	280.026	2.163	2.213
828	BARTON	6	31.133	0.000	0.533	0.000
829	RICHMOND EAST	3852	44.672	14.476	0.492	0.213
830	HOOVER 1	1337	39.204	2.890	0.442	0.035
832	DONERAIL	1553	52.986	162.910	0.423	1.083
833	RICHMOND 3 4KV	135	68.054	117.367	1.311	1.940
834	DANVILLE E 4KV	4666	28.602	4.786	0.312	0.074
835	MINOR FARM	1	38.000	0.000	1.000	0.000
836	MOREHEAD EAST	6	35.733	0.000	0.267	0.000
838	VERSAILLES BYPASS	4885	20.867	87.158	0.232	0.442
839	WINCHESTER SOUTH	775	4.111	3.641	0.050	0.047
840	MID VAL CLRK 2.4	1	23.000	0.000	0.200	0.000
841	ROBBINS	647	147.997	35.494	0.868	0.243
842	CUMBERLAND	739	16.051	168.639	0.115	0.759
843	FARISTON	875	71.413	24.940	0.931	0.239
844	CORBIN EAST	2286	91.316	54.446	1.355	0.742
845	SONORA	1129	23.491	122.211	0.350	0.984
846	PARKERS MILL	5716	156.463	138.831	1.355	1.835
847	BUCHANAN	829	35.861	33.387	0.568	1.089

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848	STANFORD	1741	44.361	15.438	0.368	0.312
849	BRODHEAD	808	9.221	11.857	0.247	0.069
850	MCKEE ROAD	1963	43.465	16.550	0.574	0.253
851	BARNHILL	21	263.286	408.571	1.190	1.381
852	KUTTAWA	504	24.050	17.238	0.376	0.270
853	LAKESHORE	4081	114.840	95.569	0.840	0.926
854	STAMPING GROUND	1142	81.017	256.745	0.750	2.066
855	HARROGATE	202	196.238	274.827	2.142	2.402
857	WACO	1148	31.027	13.258	0.365	0.105
858	EBENEZER	4	14.250	0.000	0.200	0.000
859	TURTLE CREEK	429	2.150	14.984	0.028	0.171
860	HARRODSBURG 2	3132	26.714	44.164	0.406	1.016
861	SUNSET 1 4KV	72	233.597	257.319	1.044	2.208
862	EDDYVILLE	2402	61.008	222.577	0.610	1.816
863	PICADOME 4KV	3787	89.658	229.168	0.966	3.071
865	SUNOCO	278	23.324	30.294	0.294	0.186
866	GREENVILLE WEST	723	0.237	4.252	0.003	0.085
868	SOMERSET 3	2296	25.468	22.692	0.399	0.276
869	HANSON	1441	37.769	66.264	0.505	0.994
871	RICHMOND 4	80	39.675	0.000	1.278	0.000
872	SARDIS	575	96.280	434.762	1.109	2.156
873	MOORMAN	89	183.213	626.764	1.270	2.011
874	LEBANON WEST	2010	93.471	102.921	0.866	1.199
875	PROCTOR & GAMBLE	715	35.179	38.870	0.378	0.351
877	OVERLAND NORTH	2	0.000	0.000	0.000	0.000
879	VERDA	888	116.486	748.793	1.336	2.888
880	STRAIGHT CREEK	352	92.276	24.064	0.691	0.475
881	MILL CREEK - KU	727	162.012	195.630	1.190	1.316
882	CALLOWAY	1374	101.875	1188.423	0.865	9.414
883	CATONS CREEK	503	31.425	17.926	0.425	0.129
884	LANCASTER 2	677	1.420	3.809	0.018	0.044
885	KAWNEER	999	6.042	7.894	0.086	0.069
886	GATES RUBBER 2.4KV	1	0.000	0.000	0.000	0.000
887	MADISONVILLE NORTH	1	20.800	0.000	0.200	0.000
888	SPENCER CHEMICAL 2.4KV	33	44.545	0.000	1.109	0.000
889	GOODYEAR	1	0.000	0.000	0.000	0.000
891	HUNTERS BOTTOM	493	45.998	120.575	0.415	0.987
892	FIES CITY	17	11.294	300.000	0.035	1.000

**E.ON AG, Powergen plc and LG&E Energy Corporation**  
**Case No. 2001-104 - Response to Quality of Service p. 31 and Appendix A:Service Quality & Reliability No. 31**  
**Prior Year SAIDI/SAIFI by Substation v. 5-Year Average [Twelve Month Ended (TME) March]**  
**Including Supplemental Customer Number Data Requested by Commission Staff**  
**Kentucky Utilities Company**

**System Average Interruption Duration Index ("SAIDI") by Substation**  
**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. Ending March 2003	TME March 2004	5-Year Avg. Ending March 2003	TME March 2004
893	THREE RIVERS ROCK	14	28.786	48.571	0.343	0.214
894	REVELO	645	37.870	225.306	1.330	2.147
895	DOW CORNING	16	51.712	171.875	0.488	1.625
896	U K MED CENTER	2	65.900	0.000	0.700	0.000
897	LA GRANGE E 12KV 2	3997	58.089	5.966	0.848	0.061
898	TRAFTON AVENUE 4KV	4208	58.592	137.970	0.511	2.072
899	WILSON DOWNING	9394	99.930	27.498	0.994	0.390

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**Including Supplemental Customer Number Data Requested by Commission Staff**  
**Louisville Gas and Electric Company**

**System Average Interruption Duration Index ("SAIDI") by Substation**  
**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. TME March 1999-2003	TME March 2004	5-Year Avg. TME March 1999-2003	TME March 2004
AB	ASHBY	7510	72.78	80.97	1.529	1.392
AK	AIKEN	6443	131.97	107.84	1.508	1.380
AL	ALGONQUIN	5980	9.86	0.53	0.449	0.007
AS	ASHBOTTOM	83	71.83	36.14	2.346	0.595
BB	BRANDENBURG	934	63.13	88.77	1.007	0.285
BI	BISHOP	3483	42.26	67.84	1.141	1.264
BK	BROOK	532	6.24	8.26	0.066	0.102
BR	BRECKENRIDGE	11785	67.97	148.73	1.205	0.944
BY	BLUEGRASS	1230	62.40	105.32	1.983	2.150
CA	CANAL	8832	28.42	10.15	0.900	0.343
CB	CROP	2494	16.20	89.99	0.368	1.419
CF	CENTERFIELD	2841	125.77	178.84	1.150	1.308
CG	CAMPGROUND	1	15.27	0.00	0.467	0.000
CK	CLARKS LANE	801	43.65	41.71	0.277	0.186
CL	CLIFTON	7748	103.99	107.62	1.558	0.889
CN	CRITTENDEN	501	80.84	64.42	1.549	0.108
CO	COLLINS	4441	74.46	80.36	1.513	0.857
CR	CANE RUN	24	66.49	18.21	1.126	0.292
CT	CARTER	1292	17.13	16.26	0.154	0.166
CW	CRESTWOOD	4437	126.30	181.36	1.713	1.151
CY	CLAY	3808	20.08	4.16	0.817	0.526
DA	DAHLIA	8853	73.86	239.19	1.301	2.578
DE	DEL PARK	3826	33.50	0.00	0.845	0.000
DU	DUMESNIL	616	40.95	27.36	0.396	0.213
DX	DIXIE	8072	42.83	75.70	1.149	1.327
EI	EIGHT STREET	357	3.91	2.41	0.054	0.025
ET	ETHEL	9639	53.12	154.71	0.665	2.351
FA	FARNSLEY	7252	39.45	86.30	0.914	0.949
FC	FALLS CITY	215	95.43	68.01	0.830	0.526
FH	FREYS HILL	6073	83.52	148.55	0.992	1.753
FL	FLOYD	3700	36.24	0.31	1.733	0.004
FM	FAIRMOUNT	3649	80.75	71.98	1.381	1.236
FO	FORTY-FOURTH	837	62.53	21.86	0.476	0.125
FV	FERN VALLEY	10236	36.30	51.87	0.554	0.761
GA	GAULBERT	1286	32.53	33.83	0.399	0.194
GD	GRAND	1477	32.57	6.85	0.301	0.051
GI	GILLIGAN	1339	20.13	13.96	0.212	0.097
GL	GRADE LANE	0	0.00	0.00	0.000	0.000

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**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. TME March 1999-2003	TME March 2004	5-Year Avg. TME March 1999-2003	TME March 2004
GO	GOSS	1026	24.23	59.18	0.336	0.753
GR	GRADY	4185	17.94	51.74	0.602	1.024
HA	HALE	2061	25.31	9.87	0.379	0.122
HB	HURSTBOURNE	8001	105.72	67.02	1.496	0.772
HC	HILLCREST	5878	80.81	211.37	1.477	1.270
HE	HERMAN	569	62.85	43.40	0.689	0.520
HI	HIGHLAND	12525	42.60	185.67	0.851	2.337
HK	HARRODS CREEK	5225	132.97	159.96	1.663	1.440
HL	HARMONY LANDING	2044	185.32	122.34	1.700	0.624
HN	HANCOCK	2305	12.44	8.87	0.194	0.092
IN	INTERNATIONAL	3129	54.68	201.86	1.227	2.090
JT	JEFFERSONTOWN	3744	73.92	65.61	1.085	0.376
KC	KNOB CREEK	2001	0.05	0.00	0.001	0.000
KE	KENWOOD	6962	92.24	108.93	1.829	2.151
LG	LOGAN	1917	21.11	14.82	0.188	0.309
LN	LYNN	2348	19.96	30.18	0.303	0.248
LO	LOCUST	3704	81.08	133.36	2.525	0.760
LS	LYNDON SOUTH	4034	136.25	215.08	1.928	1.487
LY	LYNDON	5149	94.80	109.82	1.557	0.748
MC	MILL CREEK	3044	70.63	240.97	1.540	1.486
MD	MADISON	459	6.53	22.16	0.298	0.277
MG	MAGAZINE	4941	24.90	82.21	0.656	0.521
MK	MANSLICK	7349	93.09	96.79	1.634	0.715
ML	MUD LANE	7687	60.11	92.73	0.981	1.036
MU	MULDRAUGH	474	5.27	8.84	0.035	0.053
NA	NACHAND	10484	50.00	55.77	0.809	0.500
OK	OKOLONA	4738	40.34	42.68	0.613	1.013
OR	ORMSBY	1150	19.34	10.29	0.300	0.069
OX	OXMOOR	5026	74.11	132.38	1.223	1.498
PI	PIRTLE	2195	37.74	8.31	0.375	0.072
PL	PLEASURE RIDGE	5855	52.88	93.75	1.196	0.944
PR	PADDYS RUN	769	26.91	0.98	1.079	0.021
PV	PLAINVIEW	5096	57.07	66.34	0.625	0.630
SE	SEVENTH STREET	1746	28.89	8.11	0.454	0.109
SH	SHIVELY	5528	31.39	85.68	0.662	2.200
SK	SKYLIGHT	925	168.37	124.99	1.279	0.483
SM	SEMINOLE	8597	49.17	77.51	1.465	1.486

**E.ON AG, Powergen plc and LG&E Energy Corporation**  
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**Including Supplemental Customer Number Data Requested by Commission Staff**  
**Louisville Gas and Electric Company**

**System Average Interruption Duration Index ("SAIDI") by Substation**  
**System Average Interruption Frequency Index ("SAIFI") by Substation**

Sub	Sub Name	Customers	SAIDI		SAIFI	
			5-Year Avg. TME March 1999-2003	TME March 2004	5-Year Avg. TME March 1999-2003	TME March 2004
SN	SHAWNEE	2274	29.20	11.51	0.377	0.106
SO	SOUTHERN	4887	31.38	9.08	0.344	0.062
SP	SOUTH PARK	4583	55.49	140.71	0.888	1.606
SV	SHEPHERDSVILLE	1304	44.85	28.47	1.141	0.696
SW	STEWART	8757	53.67	167.91	0.763	1.592
SY	SMYRNA	6788	59.32	67.33	0.839	0.711
TA	TAYLOR	9337	117.71	194.33	1.239	1.174
TE	TERRY	5749	78.73	93.38	1.179	1.479
VE	VERMONT	800	35.27	32.09	0.375	0.603
WE	WESTERN	2578	62.87	8.00	0.841	0.073
WH	WHAS	940	123.00	96.14	1.529	0.369
WP	WEST POINT	53	174.91	282.32	2.004	2.148
WS	WATERSIDE	1025	74.18	48.33	0.866	0.807
WT	WATTERSON	10277	76.40	93.18	1.721	1.287



ANTI-STATIC  
MEDIA MAILER

March 31, 2004 TME Filing Requirements

KPSC Order in Case No. 2000-095

Summary of Findings No. 11

Appendix A: Service Quality and Reliability No. 5

and

KPSC Order in Case No. 2001-104

Quality of Service, p. 31

Appendix A: Service Quality and Reliability No. 31

Including

Supplemental Data Requested by Commission Staff

**CAUTION**

Do not bend or fold

Avoid exposure to all magnetic fields

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM U5B**

**REGISTRATION STATEMENT  
FILED PURSUANT TO SECTION 5 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

**LG&E ENERGY LLC**

Name of Registrant

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

**Mr. John R. McCall  
Executive Vice President, General Counsel and Secretary  
LG&E Energy LLC  
220 West Main Street  
Louisville, Kentucky 40202**

**FORM U5B**

**REGISTRATION STATEMENT**

The undersigned holding company hereby submits its registration statement to the Securities and Exchange Commission pursuant to Section 5 of the Public Utility Holding Company Act of 1935.

1. Exact name of registrant:

LG&E Energy LLC

2. Address of principal executive offices: 220 West Main Street, Louisville, Kentucky 40202

3. Name and address of chief accounting officer: S. Bradford Rives, LG&E Energy LLC, 220 West Main Street, Louisville, Kentucky 40202

4. Furnish the following information as to the registrants and each subsidiary company thereof:

Col. B

Col. C

	Col. A Name of Company	Organization Form	State of Organization	Col. D Type of Business
1.	LG&E Energy LLC	Limited Liability Company	Kentucky	Holding Company
1.1	LG&E Capital Corp.	Corporation	Kentucky	Holding company for non-utility investments
1.1.1	LG&E Credit Corp.	Corporation	Kentucky	Offers consumer lending programs for energy efficient products
1.1.2	LG&E Home Services Inc.	Corporation	Kentucky	Appliance repair and warranty
1.1.3	Airborne Pollution Control, Inc.	Corporation	Alberta, Canada	Pollution and waste control technology
1.1.4	LG&E Energy Privatization Services Inc. (formerly LG&E Energy Services, Inc.)	Corporation	Kentucky	Formed to submit bid to Ft. Knox and Ft. Campbell system Privatization Projects
1.1.5	LG&E International Inc.	Corporation	Delaware	Management and holding company for international energy project investments and operations
1.1.5.1	LG&E Power Services LLC	Limited Liability Company	Delaware	Power facilities management and operation
1.1.5.2	LG&E Mendoza Services Inc.	Corporation	Cayman Islands	Inactive
1.1.5.3	LG&E Power Venezuela I, Inc.	Corporation	Cayman Islands	Inactive

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1.1.5.4	LG&E Power Spain Inc.	Corporation	Delaware	Management and holding company for energy project in Spain
1.1.5.4.1	K.W. Tarifa S.A.	Public Limited Company	Spain	Foreign utility company
1.1.5.5	LG&E Power Argentina I, Inc.	Corporation	Delaware	Inactive
1.1.5.6	LG&E Power Argentina II Inc.	Corporation	Delaware	Owner of minority equity interest in foreign utility company
1.1.5.7	LG&E Power Argentina III LLC	Limited Liability Company	Kentucky	Owner of minority equity interest in foreign utility

				company
1.1.5.8	LG&E Centro SA	Public Limited Company	Argentina	Receives consulting revenues and pays management expenses related to Distribuidora de Gas del Centro SA; foreign utility holding company
1.1.5.9	Inversora de Gas del Centro SA	Public Limited Company	Argentina	Owner of majority equity interest in foreign utility company
1.1.5.10	Distribuidora de Gas del Centro SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.11	Distribuidora de Gas Cuyana SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.12	Inversora de Gas Cuyana SA	Public Limited Company	Argentina	Intermediate holding company
1.1.5.13	Invergas SA	Public Limited Company	Argentina	Holds interest in foreign utility company
1.1.5.14	Gas Natural SDG Argentina SA	Public Limited Company	Argentina	Holds interest in foreign utility company
1.1.5.14.1	Gas Natural BAN SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.15	Natural Servicios SA	Public Limited Company	Argentina	Energy-related company
1.1.6	WKE Corp	Corporation	Kentucky	Holding Company
1.1.6.1	WKE Station Two Inc.	Corporation	Kentucky	Operates generation facility

1.1.6.2	Western Kentucky Energy Corp.	Corporation	Kentucky	Leases generation facilities; sells electricity to affiliates and third-parties
1.1.6.2.1	WKE Facilities Corp.	Corporation	Kentucky	Inactive
1.1.6.3	LCC LLC	Limited Liability Company	Kentucky	Owns options on mineral rights in Western Kentucky as potential future source of coal fuel for WKE
1.1.6.4	FCD LLC	Limited Liability Company	Kentucky	Owns options or actual riparian rights relating to transportation of coal fuel for WKE

1.1.6.5	Excalibur Development LLC	Limited Liability Company	Kentucky	Inactive
1.1.7	LG&E Power Inc.	Corporation	Delaware	Management and holding company
1.1.7.1	LG&E Power Operations Inc.	Corporation	California	Intermediate holding company for QFs
1.1.7.1.1	LG&E Power 5 Incorporated	Corporation	California	Inactive
1.1.7.1.2	LG&E Power 16 Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.3	LG&E Power Roanoke Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.4	LG&E Power 21 Incorporated	Corporation	California	Inactive
1.1.7.1.5	LG&E Power 21 Wind Incorporated	Corporation	California	Inactive
1.1.7.1.6	LG&E Power 31 Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.7	LG&E Power 31 Wind Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.8	Babcock-Ultrapower West Enfield	*	California	Inactive
1.1.7.1.9	Babcock-Ultrapower Jonesboro	*	California	Inactive
1.1.7.1.10	LG&E Power 14-Buena Vista	*	California	Inactive

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1.1.7.1.11	Westmoreland-LG&E Partners	*	Virginia	Owner of interest in QFs
1.1.7.1.12	Erie Power Partners LP	Limited Partnership	California	Inactive
1.1.7.1.13	Windpower Partners 1994, LP	Limited Partnership	California	Owns wind generation facilities
1.1.7.1.14	LG&E/Kelso Power Partners, LP	Limited Partnership	California	Inactive
1.1.7.1.15	LQC LP, LLC	Limited Liability Company	Delaware	Intermediate holding company
1.1.7.1.16	LQ GP, LLC	Limited Liability Company	Delaware	Intermediate holding company

1.1.7.2	LG&E Power Development Inc.	Corporation	California	Development of QFs and EWGs
1.1.7.3	FSF Minerals, Inc.	Corporation	Kentucky	Owns coal reserves
1.1.7.4	LG&E Power Monroe LLC	Limited Liability Company	Delaware	Inactive
1.1.7.5	American Power, Incorporated	Corporation	California	Inactive
1.1.7.6	LG&E Crown Inc.	Corporation	Delaware	Inactive
1.1.7.7	LG&E Minor Facilities Inc.	Corporation	Delaware	Inactive
1.1.7.8	Powertex Parent Inc.	Corporation	Delaware	Inactive
1.1.7.9	Llano Gathering Inc.	Corporation	New Mexico	Inactive
1.1.7.10	Llano Storage Inc.	Corporation	New Mexico	Inactive
1.1.7.11	HD Energy Corporation	Corporation	Delaware	Inactive
1.1.7.12	LG&E Power Gregory I, Inc.	Corporation	New Mexico	Holds indirect interest in QF
1.1.7.12.1	Gregory Power Partners LP	Limited Partnership	Texas	Owner and developer of power project
1.1.7.13	LG&E Power Gregory II, Inc.	Corporation	Delaware	Holds indirect interest in QF
1.1.7.13.1	Gregory Partners LLC	Limited Liability Company	Delaware	Owner and developer of power project
1.1.7.14	LG&E Power Gregory III Inc.	Corporation	Delaware	Holds indirect interest in QF
1.1.7.15	LG&E Power Gregory IV Inc.	Corporation	Delaware	Holds indirect interest in QF

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1.1.8	KU Solutions Corporation	Corporation	Kentucky	Energy marketing and services corporation
1.1.9	KUCC Grimes Corporation	Corporation	Delaware	Inactive
1.1.10	Tenaska Washington Partners, II, LP	Limited Partnership	Washington	Inactive
1.2	LG&E Energy Marketing Inc.	Corporation	Oklahoma	Power marketing
1.2.1	Woodlands Technology, LLC	Limited Liability Company	Texas	Development of Software for Energy Marketing Activities

1.3	LG&E Energy Foundation Inc.	Corporation	Kentucky	Charitable Contributions
1.4	LG&E Energy Services Inc.	Corporation	Kentucky	Service Company
1.5	LG&E Energy Settlements Inc.	Corporation	Kentucky	Inactive
1.6	Kentucky Utilities Company	Corporation	Kentucky and Virginia	Public Utility
1.6.1	Lexington Utilities Company	Corporation	Kentucky	Inactive
1.6.2	KU Receivables LLC	Limited Liability Company	Delaware	Financing subsidiary to acquire receivables generated by KU
1.6.3	Electric Energy Inc.	Corporation	Illinois	EWG
1.7	Louisville Gas and Electric Company	Corporation	Kentucky	Public Utility
1.7.1	LG&E Receivables LLC	Limited Liability Company	Delaware	Financing subsidiary to acquire receivables generated by LG&E

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## BUSINESS

### 5. Describe briefly:

(a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information regarding the general business of LG&E Energy LLC and its subsidiaries (the "LG&E Energy Group") can be found in the following documents: (a) Form U-1 as amended, in File No. 70-9661 and Exhibit G-2.3 thereto, (b) Form U5B filed by E.ON AG (File No. 30-0035) on September 27, 2002 (the "E.ON Form U5B"), (c) Form U5S filed by E.ON AG (File No. 30-0035) on June 30, 2003 (the "E.ON Form U5S"), and (d) Form 20-F filed by E.ON AG (File No. 001-14688) for the year ended December 31, 2003 (the "E.ON Form 20-F"), which are incorporated by reference herein. See also Item 1 of the Annual Report of Louisville Gas and Electric Company ("LG&E") (File No. 1-2893), and Kentucky Utilities Company ("KU") (File No. 1-3464) on Form 10-K (the "2003 10-K") for the year ended December 31, 2003, which is being filed with the Commission on or before March 30, 2004, and which is to be incorporated by reference herein upon the filing thereof.

Please also refer to the response to Item 4 above, which is incorporated herein by reference.

(b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

By permission of the staff of the Office of Public Utility Regulation (the "Staff"), the information required by Item 5(b) is omitted.

## PROPERTY

6. Describe briefly the general character and location of the principal plants, properties and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

Please see the following: (a) Item 6 of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001); (b) Items 2 and 9 of the Annual Report of Powergen plc filed on Form U5S, SEC File No. 030-00346 (filed May 1, 2002); (c) Item 6 of the Registration Statement of E.ON AG filed on Form U5B, SEC File No. 030-00355 (filed September 27, 2002); (d) the E.ON Form 20-F; and (e) Items 2 and 9 of the Annual Report of E.ON AG filed on Form U5S, SEC File No. 030-00355 (filed June 30, 2003), which are incorporated by reference herein. See also Item 2 of the 2003 10-K, which is to be incorporated herein by reference upon the filing thereof. LG&E and KU will be filing their FERC Forms 1 for the year ended December 31, 2003 ("2003 FERC Forms 1") with the Federal Energy Regulatory Commission on or before April 1, 2004. LG&E will be filing its FERC Form 2 for the year ended December 31, 2003 ("2003 FERC Form 2") with the Kentucky Public Service Commission on or before April 1, 2004. When available, these reports will be filed by amendment to this filing.

6

## INTERSTATE TRANSACTIONS

7. For each public utility company in the holding company system of the registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

	Electric Energy kwh	Gas mcf
Total Annual Sales		
Interstate Transactions:**		
Name of State		
Delivered out of State		
Received from out of State		
Name of State		
Delivered out of State		
Received from out of State		
Name of State		
Delivered out of State		
Received from out of State		

\*\* Show for each State in which the company operates, electric energy and/or gas transmitted out of State and received from out of State including all electric energy and/or gas delivered and received at State lines. Do not show net balance. If exact amounts are not known, give estimate.

The 2003 FERC Forms 1 and the 2003 FERC Form 2 will include information related to the transmission of electricity and gas. When available, these reports will be filed by amendment to this filing.



## SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

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## FUNDED DEBT

(a) For each issue or series of funded debt, including funded debt secured by liens on property owned, whether or not such debt has been assumed: (Do not include here any contingent liabilities reported under paragraph 8(c)).

As of Date: December 31, 2003

By permission of the Staff, columns E through I have been omitted.

Col. A	Col. B	Col. C	Col. D	Col. E-I
Name of Obligor	Title of Issue	Amount Authorized	Amount Issued Less Retired	Omitted
LG&E	Pollution Control Series:			
	S, due September 1, 2017, variable	\$ 31,000,000	\$ 31,000,000	
	T, due September 1, 2017, variable	\$ 60,000,000	\$ 60,000,000	
	U, due August 15, 2013, variable	\$ 35,200,000	\$ 35,200,000	
	X, due April 15, 2023, 5.90%	\$ 40,000,000	\$ 40,000,000	
	Y, due May 1, 2027, variable	\$ 25,000,000	\$ 25,000,000	
	Z, due August 1, 2030, variable	\$ 83,335,000	\$ 83,335,000	
	AA, due September 1, 2027, variable	\$ 10,104,000	\$ 10,104,000	
	BB, due September 1, 2026, variable	\$ 22,500,000	\$ 22,500,000	
	CC, due September 1, 2026, variable	\$ 27,500,000	\$ 27,500,000	
	DD, due November 1, 2027, variable	\$ 35,000,000	\$ 35,000,000	
	EE, due November 1, 2027, variable	\$ 35,000,000	\$ 35,000,000	
	FF, due October 1, 2032, variable	\$ 41,665,000	\$ 41,665,000	
	GG due October 1, 2033, variable	\$ 128,000,000	\$ 128,000,000	
	Notes payable to Fidelia:			
	Due April 30, 2013, 4.55%, unsecured	\$ 100,000,000	\$ 100,000,000	
	Due August 15, 2013, 5.31%, secured	\$ 100,000,000	\$ 100,000,000	
	Mandatorily redeemable preferred stock			
	\$5.875 series, 237,500 shares outstanding	\$ 23,750,000	\$ 23,750,000	
	Total LG&E	\$ 798,054,000	\$ 798,054,000	
KU	First Mortgage Bonds (Secured):	Unlimited		
	Series S, due January 15, 2006, 5.99%	\$ 36,000,000	\$ 36,000,000	
	Series P, due May 15, 2007, 7.92%	\$ 53,000,000	\$ 53,000,000	
	Series R, due June 1, 2025, 7.55%	\$ 50,000,000	\$ 50,000,000	
	Pollution Control Series:			
	9, due December 1, 2023, 5.75%	\$ 50,000,000	\$ 50,000,000	
	10, due November 1, 2024, variable	\$ 54,000,000	\$ 54,000,000	
	11, due May 1, 2023, variable	\$ 12,900,000	\$ 12,900,000	
	12, due February 1, 2032, variable	\$ 20,930,000	\$ 20,930,000	
	13, due February 1, 2032, variable	\$ 2,400,000	\$ 2,400,000	
	14, due February 1, 2032, variable	\$ 7,400,000	\$ 7,400,000	
	15, due February 1, 2032, variable	\$ 7,200,000	\$ 7,200,000	
	16, due October 1, 2032, variable	\$ 96,000,000	\$ 96,000,000	
	Notes payable to Fidelia:			
	Due April 30, 2013, 4.55%, unsecured	\$ 100,000,000	\$ 100,000,000	

	Due August 15, 2013, 5.31%, secured	\$	75,000,000	\$	75,000,000
	Due November 24, 2010, 4.24%, secured	\$	33,000,000	\$	33,000,000
	Due December 19, 2005, 2.29%, secured	\$	75,000,000	\$	75,000,000
	<b>Total KU</b>	\$	<b>672,830,000</b>	\$	<b>672,830,000</b>
LG&E Capital Corp.	Indenture (Unsecured):		Unlimited		
	Medium Term Notes, due May 1, 2004, 6.205%	\$	150,000,000	\$	150,000,000
	Medium Term Notes, due January 15, 2008, 6.46%	\$	150,000,000	\$	150,000,000
	Medium Term Notes, due November 1, 2011, 7.471%	\$	150,000,000	\$	150,000,000
Distribuidora de Gas del Centro	Argentine negotiable obligations, due December 2004, variable, (Unsecured)	\$	35,000,000	\$	35,000,000
	<b>Total LG&amp;E Capital</b>	\$	<b>485,000,000</b>	\$	<b>485,000,000</b>
LG&E Energy LLC	Notes payable to E.ON NA, variable	\$	150,000,000	\$	111,000,000
	Notes payable to Fidelia				
	Due February 14, 2006, 2.80%	\$	100,000,000	\$	100,000,000
	Due March 24, 2006, 2.88%	\$	50,000,000	\$	50,000,000
	<b>Total LG&amp;E Energy LLC</b>	\$	<b>300,000,000</b>	\$	<b>261,000,000</b>
	<b>TOTAL</b>	\$	<b>2,255,884,000</b>	\$	<b>2,216,884,000</b>

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## CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest give information both in number of shares and in dollar amounts: (Do not include any warrants, options or other securities reported under paragraph 8(d)).

As of Date: December 31, 2003

By permission of the Staff, columns G through J have been omitted.

Col. A	Col. B	Col. C	Col. D	Col. E	Col. F	Col. G-J
Name of Issuer	Title of Issue	Amount Authorized by Charter	Amount Reserved for Options, Warrants, Conversions & Other Rights	Additional Amount Unissued	Amount issued	Omitted
LG&E Energy LLC	Membership interests	10,000,000 Units	0	9,998,999	1,001 Units	
Louisville Gas and Electric Company	Common stock, no par value	75,000,000	0	53,705,777	21,294,223	
	Preferred stock, 5% Series, \$25 par value	1,720,000	0	859,713	860,287	
	Preferred stock, \$5.875 Series, no par value	250,000	0	0	237,500	
	Preferred stock, Auction Series A, no par value (\$100 stated value per	500,000	0	0	500,000	

	share)				
Kentucky Utilities Company	Common stock, no par value	80,000,000	0	42,182,122	37,817,878
	Cumulative Preferred stock, 4.75% Series, no par value	200,000	0	0	200,000
	Cumulative Preferred stock, 6.53% Series, no par value	200,000	0	0	200,000
Lexington Utilities Company	Common stock	1,000	0	999	1
Electric Energy Inc.	Common stock, \$100 par value	62,000	0	0	62,000
Indiana-Kentucky Electric Corp.	Common stock, no par value, stated value \$200 per share	100,000	0	83,000	17,000
LG&E Energy Foundation Inc.	Foundation with one member	N/A	N/A	N/A	N/A

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LG&E Energy Settlements Inc.	Common stock, no par value	1,000	0	900	100
LG&E Energy Marketing Inc.	Common shares, \$1.00 par value	25,000	0	23,200	1,800
LG&E Capital Corp.	Common stock, no par value	2,000	0	1,000	1,000
LG&E Energy Services Inc.	Common stock, no par value	1,000	0	900	100
LG&E Credit Corp.	Common stock, no par value	1,000	0	900	100
LG&E Home Services Inc.	Common stock, no par value	1,000	0	900	100
Airborne Pollution Control, Inc.					
LG&E Energy Privatization Services Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E International Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E Mendoza Services Inc.	Common stock, \$1.00 par value	900,000	0	899,000	1,000
LG&E Power Venezuela I, Inc.	Common stock, \$1.00 par value	50,000	0	49,000	1,000
LG&E Power Spain Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E Power Argentina I, Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E Power Argentina II Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E Power Argentina III LLC	—	—	—	—	—
WKE Corp.	Common stock, no par value	1,000	0	900	100

WKE Station Two Inc.	Common stock, no par value	1,000	0	900	100
Western Kentucky Energy Corp	Common stock, no par value	1,000	0	900	100
WKE Facilities Corp.	Common stock, no par value	1,000	0	900	100

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LG&E Power Inc.	Common stock, \$01 par value	2,000	0	250	1,750
	Preferred stock, \$1.00 par value	1,000	0	1,000	0
LG&E Power Operations Inc.	Common stock, no par value	100,000	0	97,500	2,500
LG&E Power 5 Incorporated	Common stock, no par value	100,000	0	97,500	2,500
LG&E Power 16 Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power Roanoke Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power 21 Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power 21 Wind Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power 31 Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power 31 Wind Incorporated	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power Development Inc.	Common stock, no par value	100,000	0	99,900	100
American Power, Incorporated	Common stock, no par value	100,000	0	97,500	2,500
HD Energy Corporation	Common stock, \$1.00 par value	1,000	0	900	100
Llano Gathering Inc.	Common stock, no par value	1,000	0	0	1,000
Llano Storage Inc.	Common stock, no par value	1,000	0	0	1,000
LG&E Crown Inc.	Common stock, \$0.01 par value	1,000	0	0	1,000
Powertex Parent Inc.	Common stock, \$0.01 par value	1,000	0	0	1,000
LG&E Minor Facilities, Inc.	Common stock, \$0.01 par value	1,000	0	0	1,000
LG&E Power Gregory I Inc.	Common stock, \$10.00 par value	100,000	0	90,000	10,000

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LG&E Power Gregory II Inc.	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power Gregory III Inc.	Common stock, \$0.01 par value	1,000	0	900	100
LG&E Power Gregory IV Inc.	Common stock, \$0.01 par value	1,000	0	900	100
KU Solutions Corporation	Common stock, no par value	1,000	0	999	1
KUCC Grimes Corporation	Common stock, no par value	1,000	0	900	100
FSF Minerals Inc.	Common stock, no par value	1,000	0	900	100
LG&E Power Services LLC	Membership interests	100,000	0	0	100,000
Woodlands Technology LLC	—	—	—	—	—
LCC LLC	Membership interests	100	0	0	100
LG&E Power Monroe LLC	Membership interests	100	—	—	100
FCD LLC	Membership interests	1,000	—	—	1,000
Excalibur Development LLC	—	—	—	—	—
KU Receivables LLC	Membership interests	N/A	0	0	100%
LG&E Receivables LLC	Membership interests	N/A	0	0	100%
K.W. Tarifa S.A.					
Distribuidora de Gas del Centro S.A.					
Inversora de Gas del Centro S.A.					
Distribuidora de Gas Cuyana S.A.					
Inversora de Gas Cuyana S.A.					
Invergas S.A.					

Gas Natural BAN S.A.

Gas Natural S.D.G.  
Argentina S.A.

Natural Servicios S.A.

LG&E Centro S.A.

LG&E/Kelso Power  
Partners, L.P.

Babcock-Ultrapower  
Jonesboro

Babcock-Ultrapower  
West Enfield

LG&E Power 14-Buena  
Vista

Westmoreland-LG&E Partners	—	—	—	—	
Erie Power Partners L.P.	—	—	—	—	
LQ GP LLC	Membership interests	N/A	—	0	100%
Windpower Partners 1994, L.P.	—	—	—	—	
LQC LP, LLC	Membership interests	N/A	—	0	100%
Gregory Power Partners L.P.	—	—	—	—	
Gregory Partners LLC	Membership interests	100	—	0	100%
Tenaska Washington Partners II, L.P.	—	—	—	—	

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### CONTINGENT LIABILITIES

(c) A brief outline of the nature and amount of each contingent liability on account of endorsement or other guarantees of any securities.

Obligations of LG&E Capital supported by LG&E Energy under the Support Agreement:

1. Obligations of LG&E Capital in respect of its medium-term notes outstanding, in an aggregate principal amount as of December 31, 2003 of \$450 million.
2. Guarantee by LG&E Capital of equity contributions in respect of the Gregory Project. The guarantee is unlimited on its face, but the underlying agreements effectively limit the guaranteed obligations to \$10 million.
3. Obligations of LG&E Capital in connection with obligations of LG&E Energy Marketing Inc. under several power purchase contracts relating to the purchase of 560 MW of power.

In addition, there are numerous guarantees provided by various subsidiaries of LG&E Energy for other affiliates relating to contractual obligations. At December 31, 2003, the total amount of the guarantees was \$409.8 million and current exposure under these guarantees was \$122.9 million.

### OTHER SECURITIES

(d) A statement of the amount of warrants, rights or options and of any class of securities of the registrant and subsidiary companies not elsewhere herein described which is outstanding and/or authorized. A brief description of the provisions thereof should be included. Information need not be set forth under this item as to notes, drafts, bills of exchange or bankers' acceptances which mature within nine months.

LG&E Commercial Paper	
Authorized	\$ 200,000,000
Issued in 2003	-0-
Amount outstanding as of December 31, 2003	-0-
LCC Commercial Paper	
Authorized	\$ 600,000,000

Issued in 2003 -0-  
Amount Outstanding as of December 31, 2003 -0-

LG&E Revolving Lines of Credit, expiring June 2004  
Authorized \$ 185,000,000  
Amount outstanding as of December 31, 2003 -0-

LG&E Energy maintains a line of credit with an affiliated company totaling \$150 million, maturing February 2005. As of December 31, 2003 the outstanding balance under this facility was \$111.1 million.

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### INVESTMENT IN SYSTEM SECURITIES

9. Give a tabulation showing the principal amount, par or stated value, the cost to the system company originally acquiring such security, and the number of shares or units, of each security described under Item 8 that is held by the registrant and by each subsidiary company thereof as the record (or beneficial) owner, and the amounts at which the same are carried on the books of each such owner. This information should be given as of the same date as the information furnished in answer to Item 8.

System Company	Investment Held	Quantity	Par		Cost	Book Value
			Value			
LG&E Energy LLC	Louisville Gas and Electric Company	Common stock	21,294,223	0 \$	464,334,000 \$	923,695,322
	LG&E Capital Corp.	Common stock	1,000	0 \$	417,618,000 \$	29,237,231
	Kentucky Utilities Company	Common stock	37,817,878	0 \$	322,818,000 \$	906,341,277
	LG&E Energy Marketing Inc.	Common stock	1,800	\$ 1.00	0 \$	(559,664,999)
	LG&E Energy Services Inc.	Common stock	100	0 \$	1,000 \$	(6,915,000)
Louisville Gas and Electric Company	Ohio Valley Electric Corporation	Common stock	4,900	\$ 100	490,000 \$	490,000
	LG&E Receivables LLC	Membership Interests	100%	N/A \$	5,000,000 \$	5,000,000
Ohio Valley Electric Corporation	Indiana-Kentucky Electric Corp.	Common stock	100%	0 \$	166,600 \$	3,400,000
Kentucky Utilities	Electric Energy Inc.	Common stock	12,400	\$ 100	1,240,000 \$	10,822,259
	Ohio Valley Electric Corporation	Common stock	2,500	\$ 100	250,000 \$	250,000
LG&E Capital Corp.	KU Receivables LLC	Membership Interests	100%	N/A \$	3,000,000 \$	3,000,000
	LG&E Power Inc.	Common stock	1,750	\$ 0.01	446,839,000 \$	362,746,423
	LG&E International Inc.	Common stock	100	\$ 0.01	34,842,000 \$	(86,248,805)
	LG&E Home Services Inc.	Common stock	100	0 \$	0 \$	(4,632,248)
	LG&E Credit Corp.	Common stock	100	0 \$	20,000 \$	(245,000)
	WKE Corp.	Common stock	100	0 \$	0 \$	(86,013,000)
	KU Solutions Corporation	Common stock	1	0 \$	1,000 \$	(370,116)
	KUCC Grimes Corporation	Common stock	100	\$ .01	0 \$	(2,848,120)
	LG&E Mendoza Services Inc.	Common stock			\$ 0	(2,027)
LG&E International Inc.	LG&E Power Services LLC	Membership interest	100%	\$	1,607,008 \$	13,200,736
	LG&E Power Argentina I, Inc.	Common stock	100	\$ .01	19,940,524 \$	18,985,464
	LG&E Power Spain Inc.	Common stock	100	\$ .01	4,500,000 \$	5,404,303
	LG&E Power Argentina II Inc.	Common stock	100	\$ .01	167 \$	34,000
	LG&E Power Argentina III LLC	Membership interests	100	N/A \$	0 \$	(104,257,228)
	LG&E Centro S.A.	Common stock	31,500	— \$	167 \$	340,000
	Distribuidora de Gas del Centro S.A.	Capital stock	12,275,975	— \$	186,761 \$	8,462,593
	Inversora de Gas del Centro S.A.	Capital stock	5,100,000	— \$	78,987 \$	42,260,877
LG&E Power Spain Inc.	K.W. Tarifa S.A.	Capital stock	45.8%	— \$	4,500,000 \$	5,404,303

LG&E Power Argentina II Inc.	LG&E Centro S.A.	Common stock	31,500	— \$	0 \$	34,000
LG&E Power Argentina III LLC	Distribuidora de Gas Cuyana S.A.	Capital stock	4,370,788	— \$	146,411 \$	3,910,214
	Inversora de Gas Cuyana S.A.	Capital stock	1,440,288	— \$	65,408 \$	22,163,595
	Invergas S.A.	Capital stock	16,929,640	— \$	162,458 \$	7,153,980
	Gas Natural S.D.G. Argentina S.A.	Capital stock	29,400,000	— \$	60,698 \$	2,669,513
	Natural Servicios SA		560,000	\$	0 \$	74,916
Inversora de Gas Cuyana SA	Distribuidora de Gas Cuyana SA		—	— \$	0 \$	43,209,396
Invergas SA	Gas Natural BAN SA		—	— \$	223,156 \$	3,605,853
Gas Natural S.D.G. Argentina S.A.	Gas Natural BAN S.A.	Capital stock	20%	— \$	0 \$	1,350,645
WKE Corp.	Western Kentucky Energy Corp.	Common stock	100	0 \$	0 \$	(55,496,273)
	WKE Station Two Inc.	Common stock	100	0 \$	0 \$	5,600,936
	LCC LLC	Membership interest	100%	N/A \$	0 \$	(621)
	FCD LLC	Membership interest	100%	N/A \$	0 \$	(263,658)
LG&E Power Inc	HD Energy Corporation	Common stock	100 \$	1.00 \$	0 \$	1,629,864

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	LG&E Power Gregory I Inc.	Common stock	10,000	\$	10.00 \$	17,434,345 \$	23,649,622
	LG&E Power Gregory II Inc.	Common stock	100	\$	0.01 \$	12,309,385 \$	11,290,730
	LG&E Power Gregory III Inc.	Common stock	100	\$	0.01 \$	252,646 \$	231,548
	LG&E Power Gregory IV Inc.	Common stock	100	\$	0.01 \$	169,007 \$	371,587
	LG&E Power Operations Inc.	Common stock	2,500		0 \$	21,583,697 \$	155,978,511
	LG&E Power Development Inc.	Common stock	100		0 \$	186,770 \$	48,503,177
	American Power, Incorporated	Common stock	2,500		0 \$	39,974,686 \$	(46,951,102)
	LG&E Crown Inc.	Common stock	1,000	\$	0.01 \$	10 \$	334,240
	LG&E Minor Facilities Inc.	Common stock	1,000	\$	0.01 \$	10 \$	(5,240,315)
	Powertex Parent Inc.	Common stock	1,000	\$	0.01 \$	10 \$	1,217,858
	Llano Gathering Inc.	Common stock	1,000		0 \$	0 \$	(18,504,652)
	Llano Storage Inc.	Common stock	1,000		0	++ \$	(4,536,078)
LG&E Power Operations, Inc.	LG&E Power 5 Incorporated	Common stock	2,500		0 \$	2,043,945 \$	6,969,711
	LG&E Power 16 Incorporated	Common stock	100	\$	0.01 \$	65,093 \$	685,120
	LG&E Power Roanoke Incorporated	Common stock	100	\$	0.01 \$	6,444,207 \$	67,236,240
	LG&E Power 21 Incorporated	Common stock	100	\$	0.01 \$	202,278 \$	259,088
	LG&E Power 21 Wind Incorporated	Common stock	100	\$	0.01 \$	6,021,395 \$	9,013,954
	LG&E Power 31 Incorporated	Common stock	100	\$	0.01	32,483 \$	52,837
	LG&E Power 31 Wind Incorporated	Common stock	100	\$	0.01	2,347,616 \$	1,525,784
	HD/WS Operations		—	— \$		6,610,907 \$	
LG&E Power 16 Incorporated	LG&E Roanoke Valley LP			\$		0 \$	1,091,328
LG&E Power Roanoke Incorporated	LG&E Roanoke Valley LP			\$		0 \$	108,596,985
LG&E Power Gregory I, Inc.	Gregory Power Partners L.P.	Partnership interest	1%	N/A	\$	0 \$	45,304,045
LG&E Power Gregory IV	Gregory Power Partners L.P.	Partnership interest	49%	N/A	\$	0 \$	765,098
LG&E Power Gregory II, Inc.	Gregory Partners LLC	Membership interest	1%	N/A	\$	0 \$	11,683,744
LG&E Power Gregory III	Gregory Power Partners LLC	Partnership interest	49%	N/A	\$	0 \$	238,444

\* Value contributed or agreed to be contributed



- \*\* Investment balances in these subsidiaries are included in the investment of their parents. Investments were not pushed down to the subsidiary level.
- + In December 1991, LG&E Energy acquired Hadson Power Systems, Incorporated for approximately \$49.1 million (net cash paid \$41.1 million). Investments in these subsidiaries (as well as other subsidiaries or assets which may have been sold or discontinued) were included in such acquisition but costs were not allocated to the subsidiary level.
- ++ In May 1995, LG&E Energy acquired Hadson Corporation for approximately \$143 million (net cash paid \$146 million). Investments in these subsidiaries (as well as other subsidiaries or assets which may have been sold or discontinued) were included in such acquisition but costs were not allocated to the subsidiary level.
- +++ In February 1997, LG&E Energy acquired interests in the Centro and Cuyana natural gas distribution companies for approximately \$140 million (net cash paid \$125 million). Investments in these subsidiaries (as well as other subsidiaries or assets which may have been sold or discontinued) were included in such acquisition but costs were not allocated to the subsidiary level.
- ++++ In March 1999, LG&E Energy acquired interests in Gas Natural BAN and related subsidiaries for approximately \$74.3 million (plus an additional net investment in 1999 of \$11.1 million).

### INVESTMENTS IN OTHER COMPANIES

10. Give a tabulation showing all investments of the registrant and of each subsidiary thereof in holding companies and in public utility companies which are not subsidiary companies of the registrant. Also show all other investments of the registrant and of each subsidiary thereof in the securities of any

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other enterprise, if the book value of the investment in any such enterprise exceeds 2% of the total debit accounts shown on the balance sheet of the company owning such investment or an amount in excess of \$25,000 (whichever amount is the lesser). Give principal amount and number of shares or units and the cost of each issue of such securities to the system company originally acquiring such security, and amount at which carried on the books of the owner. List all such securities pledged as collateral for loans or other obligations and identify loans and obligations for which pledged. This information should be given as of the same date as the information furnished in answer to Item 8.

#### LOUISVILLE GAS AND ELECTRIC COMPANY

ISSUER	DESCRIPTION OF SECURITY	SHARES OWNED	TOTAL COST	BOOK VALUE
Ohio Valley Electric Company	Common Stock	49,000.00	\$ 490,000.00	\$ 490,000.00

#### KENTUCKY UTILITIES COMPANY

ISSUER	DESCRIPTION OF SECURITY	SHARES OWNED	TOTAL COST	BOOK VALUE
Ohio Valley Electric Company	Common Stock	25,000.00	\$ 250,000.00	\$ 250,000.00

ISSUER	DESCRIPTION OF SECURITY	SHARES OWNED	TOTAL COST
Augusta-Brooksville-Bracken County Industrial Authority	Note	N/A	\$ 190,494.78
Boyle County Industrial Foundation Inc.	Note	N/A	\$ 176,000.00
Eddyville Industrial Development Authority Inc.	Note	N/A	\$ 94,500.00
Hart County Industrial Authority	Note	N/A	\$ 80,000.00
Marion County Industrial Foundation	Note	N/A	\$ 47,250.00

Inc.  
City of Richmond and the Richmond Industrial Development Corporation      Note      N/A      \$      30,214.99

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### INDEBTEDNESS OF SYSTEM COMPANIES

11. List each indebtedness of the registrant and of each subsidiary company thereof (other than indebtedness reported under Item 8, but as of the same date) where the aggregate debt owed by any such company to any one person exceeds \$25,000 or an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor (whichever amount is the lesser) but not including any case in which such aggregate indebtedness is less than \$5,000, and give the following additional information as to each such indebtedness:

(a) Debts owed to associate companies:

By permission of the Staff, this item includes (a) only indebtedness where the aggregate debt owed by any such company to any one person exceeds the greater of (i) \$25,000 or (ii) an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor; and (b) only notes payable and debt securities issued and not trade accounts payable.

Name of Debtor (Borrower)	Name of Creditor (Lender)	Amount Owed	Rate of Interest	Date of Maturity
LG&E	Fidelia	\$ 100,000,000	4.55%	April 30, 2013
LG&E	Fidelia	\$ 100,000,000	5.31%	Aug. 15, 2013
KU	Fidelia	\$ 100,000,000	4.55%	April 30, 2013
KU	Fidelia	\$ 75,000,000	5.31%	Aug. 15, 2013
KU	Fidelia	\$ 33,000,000	4.24%	Nov. 24, 2010
KU	Fidelia	\$ 75,000,000	2.29%	Dec. 19, 2005
LG&E Energy LLC	Fidelia	\$ 100,000,000	2.80%	Feb. 14, 2006
LG&E Energy LLC	Fidelia	\$ 50,000,000	2.88%	March 24, 2006
LG&E Energy LLC	LG&E Energy Marketing	\$ 100,000,000	2.80%	February 14, 2006
LG&E Energy LLC	LG&E Energy Marketing	\$ 50,000,000	2.88%	March 24, 2006

In addition, LG&E Energy, KU and LG&E participate in a money pool wherein the utilities are able to borrow up to \$400 million. Numerous companies also participate in a non-utility money pool wherein funds are pooled for efficient cash operations. At no time is LG&E Energy a lender in either pool.

(b) Debts owed to others:

Name of Debtor (Borrower)	Name of Creditor (Lender)	Amount Owed	Rate of Interest	Date of Maturity
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By permission of the Staff, the response to this item has been omitted.

### PRINCIPAL LEASES

12. Describe briefly the principal features of each lease (omitting oil and gas leases to which the registrant or any subsidiary company thereof is a party), which involves rental at an annual rate of more than \$50,000 or an amount exceeding 1% of the annual gross operating revenue of such party to said lease during its last fiscal year (whichever of such sums is the lesser) but not including any lease involving rental at a rate of less than \$5,000 per year.

LESSEE	LESSOR	ITEM LEASED	2003 PAYMENTS
LG&E	Jones, Lane, LaSalle	Office building	\$ 3,435,764

WKEC	Actor Theater	Office building	\$	124,223
	Big Rivers Electric Corporation	Electric generation facilities	\$	30,965,000
	Ronald Sheffer and Bruce Peters,			
LG&E Power Inc.	Soaper Building Partnership	Office building	\$	214,000
	PWREF/MCC South Coast LLC	Office building	\$	95,242
	US Filter	Demineralized water treatment equipment	\$	154,921
Westmoreland-LG&E Partners				

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## SECURITIES SOLD

13. If, during the last five years, the registrant or any subsidiary company thereof has issued, sold or exchanged either publicly or privately any securities having a principal amount, par, stated or declared value exceeding \$1,000,000 or exceeding an amount equal to 10% of the total liabilities as shown by the balance sheet of issuer at the time of such issue (whichever of such sums is the lesser), give the following information with respect to each such issue or sale:

Title of Issue	Amount Issued or Sold	Proceeds Received by Issuer per \$100 (Before Expenses)	Approximate Expense of Issuer per \$100	Name of Principal Underwriters or Purchaser	Underwriters Initial Offering Price
1999					
LCC—Medium Term Notes—May 04	\$ 150,000,000	\$ 99.50	\$ .16	Chase, JPM, ML	100%
LCC—Medium Term Notes—Sept. 00	\$ 50,000,000	\$ 99.85	\$ .10	Wachovia	100%
2000					
Jefferson County—2000 Series A	\$ 25,000,000	\$ 99.50	\$ 2.08*	MSDW	100%
Mercer County—2000 Series A	\$ 12,900,000	\$ 99.50	\$ 2.81*	MSDW	100%
Trimble County—2000	\$ 83,335,000	\$ 99.50	\$ .88*	JPM, GS	100%
LLC- Medium Term Notes—2001	\$ 150,000,000	\$ 99.85	\$ .10*	Chase, ML, JPM	100%
2001					
Jefferson County—2001 Series A	\$ 10,104,000	\$ 99.50	\$ 4.60*	MSDW	100%
2002					
Jefferson County—2001 Series A	\$ 22,500,000	\$ 99.60	\$ .67	UBS	100%
Trimble County—2001 Series A	\$ 27,500,000	\$ 99.60	\$ .56	UBS	100%
Jefferson County—2001 Series B	\$ 35,000,000	\$ 99.60	\$ .40	UBS	100%
Trimble County—2001 Series B	\$ 35,000,000	\$ 99.60	\$ 2.29*	UBS	100%
Carroll County—2002 Series A	\$ 20,930,000	\$ 99.80	\$ .37	Banc One	100%
Carroll County—2002 Series B	\$ 2,400,000	\$ 99.80	\$ 3.26	Banc One	100%
Mercer County—2002 Series A	\$ 7,400,000	\$ 99.80	\$ 1.05	Banc One	100%
Muhlenberg County—2002 Series A	\$ 7,200,000	\$ 99.80	\$ 1.09	Banc One	100%
Carroll County—2002 Series C	\$ 96,000,000	\$ 99.65	\$ 1.92*	SSB, BoA	100%
Trimble County—2002 Series A	\$ 41,665,000	\$ 99.65	\$ 2.29*	UBS	100%
2003					
Louisville/ Jefferson Metro—2003 Series A	\$ 128,000,000	\$ 99.65	\$ 2.20*	MSDW, BoA, Banc One, Wachovia	100%

\* Includes cost of insurance

In addition to the above securities, loans were completed with an affiliated company, Fidelia. Please see item 8.a. for

details.

## AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

14. (a) Summarize the terms of any existing agreement to which the registrant or any associate or affiliate company thereof is a party or in which any such company has a beneficial interest with respect to future distribution of securities of the registrant or of any subsidiary.

Pursuant to a Private Placement Agency Agreement dated June 13, 2000 between LG&E Capital Corp. and Chase Securities Inc., Merrill Lynch & Co. and J.P. Morgan Securities Inc., LG&E Capital Corp. may issue from time to time up to \$500 million of medium term notes at any time outstanding. As of December 31, 2003, \$150 million of medium term notes were outstanding thereunder.

Pursuant to a Private Placement Agency Agreement dated February 3, 1998 between LG&E Capital Corp. and Chase Securities Inc., Merrill Lynch & Co. and J.P. Morgan Securities Inc., LG&E Capital Corp. may issue from time to time up to \$500 million of medium term notes at any time outstanding. As of December 31, 2003, \$450 million of medium term notes were outstanding thereunder.

Pursuant to Commercial Paper Dealer Agreements dated October 26, 1999 and October 13, 1999 between Louisville Gas & Electric Company and Chase Securities Inc. and Banc One Capital Markets, Inc., Louisville Gas & Electric Company may issue from time to time up to \$200 million of commercial paper notes at any time outstanding. As of December 31, 2003, no commercial paper notes were outstanding thereunder.

Pursuant to Commercial Paper Dealer Agreements dated September 5, 1997 between LG&E Capital Corp. and First Chicago Capital Markets, Inc., Merrill Lynch Money Markets, Inc. and Morgan Stanley & Co, Inc., LG&E Capital Corp. may issue from time to time up to \$600 million of commercial paper notes at any time outstanding. As of December 31, 2003, no commercial paper notes were outstanding thereunder.

Pursuant to a Credit Agreement between Louisville Gas and Electric with Landesbank Hessen-Thüringen Girozentrale, New York Branch dated July 24, 2003, Louisville Gas and Electric may issue up to \$25 million of short-term notes. At December 31, 2003, no notes were outstanding thereunder.

Pursuant to a Credit Agreement between Louisville Gas and Electric with Deutsche Bank AG, New York Branch dated July 2, 2003, Louisville Gas and Electric may issue up to \$25 million of short-term notes. At December 31, 2003, no notes were outstanding thereunder.

Pursuant to a Credit Agreement between Louisville Gas and Electric with U.S. Bank NA dated July 2, 2003, Louisville Gas and Electric may issue up to \$25 million of short-term notes. At December 31, 2003, no notes were outstanding thereunder.

Pursuant to a Credit Agreement between Louisville Gas and Electric with Wachovia Bank NA dated July 2, 2003, Louisville Gas and Electric may issue up to \$50 million of short-term notes. At December 31, 2003, no notes were outstanding thereunder.

Pursuant to a Credit Agreement between Louisville Gas and Electric with West LB AG, New York Branch dated July 2, 2003, Louisville Gas and Electric may issue up to \$50 million of short-term notes. At December 31, 2003, no notes were outstanding thereunder.

Pursuant to an Overnight Loan Facility Agreement between LG&E Energy and E.ON North America, Inc. dated February 24, 2003, LG&E Energy may issue up to \$150 million of short-term notes. At December 31, 2003, notes totaling \$111.1 million were outstanding thereunder.

(b) Describe briefly the nature of any financial interest (other than the ownership of securities acquired as a dealer for the purpose of resale) which any person with whom such agreement exists, has in the registrant or in any associate or affiliate company thereof.

The dealers in the above agreements are entitled to cash compensation for the services rendered pursuant to those agreements.

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## TWENTY LARGEST HOLDERS OF CAPITAL STOCK

15. As of a recent date (indicating such date for each class) give the following information with respect to the holders of each class of stock and/or certificates of beneficial interest of the registrant:

This information is provided as of December 31, 2003 and for LG&E Energy LLC only. The beneficial holders of share capital in the subsidiaries of LG&E Energy LLC are shown in response to Item 9.

(a) List the twenty largest holders in accordance with the table below:

Title of Issue	Holder of Record and Address	Number of Shares Owned	Percent of Class
LG&E Energy LLC—Membership interests	E.ON US Investments Corp. c/o 220 West Main Street Louisville, KY 40202	1001 Units	100

(b) Number of shareholders of record each holding 1,000 shares or more, and aggregate number of shares so held.

One shareholder, E.ON US Investments Corp., owns 1001 Units of LG&E Energy LLC, which constitutes 100% of the membership units outstanding.

(c) Number of shareholders of record each holding less than 1,000 shares and the aggregate number of shares so held.

See response to (b) above.

## OFFICERS, DIRECTORS AND EMPLOYEES

16. (a) POSITIONS AND COMPENSATION OF OFFICERS AND DIRECTORS. Give name and address of each director and officer (including any person who performs similar functions) of the registrant, of each subsidiary company thereof, and of each mutual service company which is a member of the same holding company system. Opposite the name of each such individual give the title of every such position held by him and briefly describe each other employment of such individual by each such company.

State the present rate of compensation on an annual basis for each director whose aggregate compensation from all such companies exceeds \$1,000 per year, and of each officer whose aggregate compensation from such companies is at the rate of \$20,000 or more per year. In the event any officer devotes only part of his time to a company or companies in the system this fact should be indicated by appropriate footnote. Such compensation for such part time should be computed on an annual rate and if such annual rate exceeds \$20,000 the actual compensation as well as annual rate should also be reported.

By permission of the Staff (a) only the name of each officer or director, the company, and the titles of the positions held are included; (b) information on the compensation of officers, directors and certain

employees required by Items 16(a) and (b) are excluded; and (c) information relating to LG&E Energy LLC only is included.

Name	Address	Company	Positions and Employments	Present Compensation (Annual Rate)
Victor A. Staffieri	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Chairman of the Board, Chief Executive Officer and President	Omitted
Daniel K. Arbough	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Treasurer	Omitted
Michael S. Beer	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Rates and Regulatory	Omitted
D. Ralph Bowling	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Power Operations—WKE	Omitted
Martyn Gallus	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Senior Vice President—Energy Marketing	Omitted
Bruce D. Hamilton	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Independent Power Operations	Omitted
Chris Hermann	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Senior Vice President—Energy Delivery	Omitted
R.W. Chip Keeling	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President— Communications	Omitted
John R. McCall	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Executive Vice President, General Counsel and Secretary	Omitted
Paula H. Pottinger	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Human Resources	Omitted
S. Bradford Rives	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Chief Financial Officer	Omitted
George R. Siemens	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—External Affairs	Omitted
A. Roger Smith	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Senior Vice President—Project Engineering	Omitted
Paul W. Thompson	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Senior Vice President—Energy Services	Omitted
David A. Vogel	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Retail and Gas Storage Operations	Omitted
John N. Voyles, Jr.	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Vice President—Regulated Generation	Omitted
Wendy C. Welsh	c/o LG&E Energy LLC 220 West Main Street Louisville, KY 40202	LG&E Energy LLC	Senior Vice President— Information Technology	Omitted

(b) **COMPENSATION OF CERTAIN EMPLOYEES.** As to regular employees of such companies who are not directors or officers of any one of them, list the name, address and aggregate annual rate of compensation of all those who receive \$20,000 or more per year from all such companies.

(c) **INDEBTEDNESS TO SYSTEM COMPANIES.** As to every such director, trustee or officer as aforesaid, who is indebted to any one of such companies, or on whose behalf any such company has now outstanding and effective any obligation to assume or guarantee payment of any indebtedness to another, and whose total direct and contingent liability to such company exceeds the sum of \$1,000, give the name of such director, trustee, or officer, the name of such company and describe briefly the nature and amount of such direct and contingent obligations.

To the knowledge of LG&E Energy LLC's management, no such obligation exists.

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(d) **CONTRACTS.** If any such director, trustee or officer as aforesaid:

(1) has an existing contract with any such company (exclusive of an employment contract which provides for no compensation other than that set forth in paragraph (a) of its Item); or,

(2) either individually or together with the members of his immediately family, owns, directly or indirectly, 5% or more of the voting securities of any third person with whom any such company has an existing contract; or

(3) has any other beneficial interest in an existing contract to which any such company is a party; describe briefly the nature of such contract, the names of the parties thereto, the terms thereof and the interest of such officer, trustee or director therein.

To the knowledge of LG&E Energy LLC's management, no such contracts exist.

(e) **BANKING CONNECTIONS.** If any such director, trustee or officer, is an executive officer, director, partner, appointee or representative of any bank, trust company, investment banker, or banking association or firm, or of any corporation a majority of whose stock having the unrestricted right to vote for the election of directors, is owned by any bank, trust company, investment banker, or banking association or firm, state the name of such director or officer, describe briefly such other positions held by him and indicate which of the rules under Section 17(c) authorizes the registrant and subsidiary companies of which he is a director or officer to retain him in such capacity.

To the knowledge of LG&E Energy LLC's management, no such relationship exists.

#### **INTERESTS OF TRUSTEES IN SYSTEM COMPANIES**

17. Describe briefly the nature of any substantial interest which any trustee under indentures executed in connection with any outstanding issue of securities of the registrant or any subsidiary thereof, has in either the registrant or such subsidiary, and any claim which any such trustee may have against registrant or any subsidiary; provided, however, that it shall not be necessary to include in such description any evidences of indebtedness owned by such trustee which were issued pursuant to such an indenture.

To the knowledge of LG&E Energy LLC's management, there are no such interests or claims.

#### **SERVICE, SALES AND CONSTRUCTION CONTRACTS**

18. As to each service, sales or construction contract (as defined in paragraphs (19) to (21) of Section 2(a) of the Act) which the registrant and any subsidiary company thereof has had in effect within the last three months, describe briefly the nature of such contract, the name and address of the parties thereto, the dates of execution and expiration, and the compensation to be paid thereunder. Attach typical forms of any such contracts as an exhibit to this registration statement. If

the other party to any such contract is a mutual service company or a subsidiary service company which is a member of the same holding company system as the registrant and as to which the Commission has made a favorable finding in accordance with Rule 13-22, specific reference may be made to the application or declaration filed by such company pursuant to Rule 13-22 and no further details need be given as to such contracts.

LG&E Energy Services Inc. has entered into service agreements, forms of which were initially filed as Exhibits B-2.1 and B-2.2 to the Form U-1 in File No. 9671 and approved by the Commission in HCAR No. 27291 (Dec. 6, 2000) and in HCAR No. 27539 (June 14, 2002), each dated as of January 1, 2001 with LG&E, KU, LG&E Capital Corp., LG&E Energy Marketing Inc. and Powergen Limited (formerly, Powergen plc).

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## LITIGATION

19. Describe briefly any existing litigation of the following descriptions, to which the registrant or any subsidiary company thereof is a party, or of which the property of the registrant or any such subsidiary company is the subject, including the names of the parties and the court in which such litigation is pending:

- (1) Proceedings to enforce or to restrain enforcement of any order of a State commission or other governmental agency;
- (2) Proceedings involving any franchise claimed by any such company;
- (3) Proceedings between any such company and any holder, in his capacity as such, of any funded indebtedness or capital stock issued, or guaranteed by such company, or between any such company and any officer thereof;
- (4) Proceedings in which any such company sues in its capacity as owner of capital stock or funded indebtedness issued or guaranteed by any other company;
- (5) Each other proceeding in which the matter in controversy, exclusive of interest and costs, exceeds an amount equal to 2% of the debit accounts shown on the most recent balance sheet of such company.

Please refer to (a) the E.ON Form 20-F which is incorporated herein by reference and (b) Item 3 of the 2003 10-K of LG&E and KU, which is to be incorporated herein by reference upon the filing thereof.

EXHIBIT A. Furnish a corporate chart showing graphically relationships existing between the registrant and all subsidiary companies thereof as of the same date as the information furnished in the answer to Item 8. The chart should show the percentage of each class voting securities of each subsidiary owned by the registrant and by each subsidiary company.

A copy of a corporate chart showing the relationships between the registrants and their subsidiaries is provided under cover of Form SE.

EXHIBIT B. With respect to the registrant and each subsidiary company thereof, furnish a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its by-laws, rules and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities and preferences of the holders of each class of capital stock described in the answer to Item 8(b) and those of the holders of any warrants, options or other securities described in the answer to Item 8(d), and of any limitations on such rights, there shall also be included a copy of each certificate, resolution or other document establishing or defining such rights and limitations. Each such document shall be in the amended form effective at the date of filing the registration statement or shall be accompanied by copies of any amendments to it then in effect.

By permission of the Staff, in lieu of the exhibits required under Exhibit B, the jurisdiction of incorporation for LG&E Energy LLC and each of its subsidiary companies and a brief description of every subsidiary company of LG&E Energy LLC is provided herein by reference to Items 4 and 5. The Articles of Organization and Operating Agreement of LG&E Energy



LLC are incorporated by reference to Exhibits A-1 and A-2, respectively, of the Application on Form U-1, File No. 70-10176.

EXHIBIT C. (a) With respect to each class of funded debt shown in the answers to Item 8(a) and 8(c), submit a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the registrant or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection

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therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the registrant or subsidiary company which issued or guaranteed such securities or which is the owner of property subject to the lien of such securities, whichever of said sums is the lesser.

(b) As to each outstanding and uncompleted contract or agreement entered into by registrant or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in Section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

By permission of the Staff, Exhibit C has been omitted.

EXHIBIT D. A consolidating statement of income and surplus of the registrant and its subsidiary companies for its last fiscal year ending prior to the date of filing this registration statement, together with a consolidating balance sheet of the registrant and its subsidiary companies as of the close of such fiscal year.

A consolidating balance sheet and income statement for LG&E Energy LLC as of, or for the year ended December 31, 2003 is being filed in paper under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b)). The audited financial statements of LG&E Energy LLC will be filed by amendment, on a confidential basis, when available.

EXHIBIT E. For each public utility company and natural gas producing and pipe line property in the holding company system of the registrant, furnish the following maps (properties of associate companies operating in contiguous or nearby areas may be shown on the same map, provided property and service areas of each company are shown distinctively).

(1) Map showing service area in which electric service is furnished, indicating the names of the companies serving contiguous areas;

(2) Electric system map showing location of electric property (exclusive of local distribution lines) owned and/or operated, and information as follows:

(a) Generating plants—kind and capacity;

(b) Transmission lines—voltage, number of circuits, kind of supports, kind and size of conductors;

(c) Transmission substations—capacity;

(d) Distribution substations—capacity;

(e) Points of interconnection with all other electric utility companies and with all electrical enterprises operated by municipal or governmental agencies, giving names of such companies and enterprises;

(3) Map showing service area in which gas service is furnished, indicating the names of companies serving contiguous areas;

(4) Gas system map showing location of gas property (exclusive of low pressure local distribution lines) owned and/or operated, and information as follows:

(a) Generating plants—kind and daily capacity;

(b) Holders—kind and capacity;

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(c) Compressor stations—capacity in horsepower;

(d) Transmission pipe lines—size, approximate average transmission pressure and the estimated daily delivery capacity of the system;

(e) Points of interconnection with all other private and public gas utilities, pipe lines or producing enterprises, giving names of such companies and other enterprises;

(f) General location and outline of gas producing and reserve areas and diagramatic location of gathering lines.

(The maps should suitably indicate all properties owned by the company and leased to others, and also all properties leased from others and operated by the company.

Where clarity will not be sacrificed, the information called for under (1) and (2) may be shown on one map and that under (3) and (4) on another map.

All maps should be in black and white, as of a specified recent date and drawn approximately to scale. In order that the geographical relations may be clear, indicate the boundaries of States and principal political subdivisions and locations of the more important municipalities in the region.)

A copy of each of the following maps is provided in response to this exhibit requirement under cover of Form SE:

Map of electric service areas in Kentucky.

Map of gas transmission in Kentucky.

Louisville Gas & Electric Company/Kentucky Utilities Company system map. (filed on a confidential basis)

Map of electric transmission in Kentucky. (filed on a confidential basis)

Old Dominion Power Company system map. (filed on a confidential basis)

Map of Kentucky gas distribution systems (filed on a confidential basis).

Map of LG&E and KU generating stations and corporate, operations and service centers. (filed on a confidential basis)

EXHIBIT F. Furnish an accurate copy of each annual report for the last fiscal year ending prior to the date of the filing of this registration statement, which the registrant and each subsidiary company thereof has previously submitted to its stockholders. For companies for which no reports are submitted the reason for omission should be indicated.

LG&E Energy LLC, a wholly-owned subsidiary of E.ON US Investments Corp., is not a reporting company under the Securities Exchange Act of 1934 and does not prepare an annual report to shareholders. A copy of the annual report for the year ended December 31, 2003 for LG&E will be filed by amendment.

EXHIBIT G. Furnish a copy of each annual report which the registrant and each public utility subsidiary company thereof shall have filed with any State commission having jurisdiction to regulate public utility companies for the last fiscal year ending prior to the date of filing this registration statement. If any such company shall have filed similar reports with more than one such State commission, the registrant need file a copy of only one of such reports provided that notation is made of such fact, giving the names of the different commissions with which such report was filed, and setting forth any differences between the copy submitted and the copies filed with such other commissions. In the event any company submits an annual report to the Federal Energy Regulatory Commission but not to a State commission, a copy of such report should be furnished. In the case of a

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registrant or any public utility subsidiary company for which no report is appended the reasons for such omission should be indicated such as "No such reports required or filed."

The following documents will be filed by amendment:

FERC Form 1: Annual Report of Major Electric Utilities, Licensees and Others for the year ended December 31, 2003, for LG&E and KU. FERC Form 2: Annual Report of Major Natural Gas Companies for the year ended December 31, 2003 for LG&E.

2003 Annual Report of KU to the Virginia State Corporation Commission (FERC Form 1).

2003 Annual Report of LG&E to the Kentucky Public Service Commission (FERC Forms 1 and 2).

2003 Annual Report of KU to the Kentucky Public Service Commission (FERC Form 1).

EXHIBIT H. Typical forms of service, sales or construction contracts described in answer to Item 18.

Please see Exhibit B-1 to the Form U-9C-3 filed by Powergen plc in File No. 078-00049 filed on May 30, 2001, which is incorporated herein by reference.

This registration statement comprises:

- (a) Pages numbered 1 to 30, consecutively.
- (b) The following Exhibits: the Exhibits shown on the attached exhibit index.

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## SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant had caused this registration statement to be duly signed on its behalf in the City of Louisville, Kentucky, on the 29th day of March, 2004.

**LG&E ENERGY LLC**

(Name of Registrant)

By: /s/ JOHN R. MCCALL

Name: John R. McCall

Title: Executive Vice President, General Counsel and Secretary

ATTEST:

By: /s/ DANIEL K. ARBOUGH

Name: Daniel K. Arbough

Title: Treasurer

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STATE OF KENTUCKY )  
 ) SS  
COUNTY OF JEFFERSON )

#### VERIFICATION

The undersigned being duly sworn deposes and says that he has duly executed the attached registration statement dated March 29, 2004, for and on behalf of LG&E Energy LLC; that he is the Secretary of LG&E Energy LLC and authorized to sign on its behalf; and that all action by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

Signature: /s/ JOHN R. MCCALL

Name: John R. McCall

(OFFICIAL SEAL)

Subscribed and sworn to before me, a Notary Public this 25th day of March, 2004.

Name: /s/ PATRICIA W. SENA

My commission expires December 24, 2007.

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#### INDEX OF EXHIBITS

Exhibit No.	Description
A-1	Corporate chart of LG&E Energy LLC (filed herewith on Form SE)
D	Financial statements (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b))
E-1	Map of Electric Service Areas in Kentucky (filed herewith on Form SE)
E-2	Map of Gas Transmission in Kentucky (filed herewith on Form SE)
E-3	Louisville Gas & Electric Company/Kentucky Utilities Company System Map (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 C.F.R. 250-104(b))
E-4	Map of Electric Transmission in Kentucky (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 C.F.R. 250-104(b))
E-5	Old Dominion Power Company System Map (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 C.F.R. 250-104(b))
E-6	Map of Kentucky Gas Distribution Systems (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 C.F.R. 250-104(b))
E-7	Map of LG&E and KU generating stations and corporate, operations and service centers (Filed in paper format under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 C.F.R. 250-104(b))
F	LG&E's 2003 Annual Report to Shareholders (to be filed by amendment)
G-1	Annual Report of Major Electric Utilities, Licensees and Others (FERC Form 1) for the year ended December 31, 2003 for LG&E (to be filed by amendment)
G-2	Annual Report of Major Electric Utilities, Licensees and Others (FERC Form 1) for the year ended December 31, 2003 for KU (to be filed by amendment)
G-3	Annual Report of Major Natural Gas Companies (FERC Form 2) for the year ended December 31, 2003 for LG&E (to be filed by amendment)
G-4	2003 Annual Report of KU to the Virginia State Corporation Commission (Required annual report is FERC Form 1, to be filed as Exhibit G-2).
G-5	2003 Annual Report of LG&E to the Kentucky State Commission (Required annual report is FERC Forms 1 and 2, to be filed as Exhibits G-1 and G-3).
G-6	2003 Annual Report of KU to the Kentucky State Commission (Required annual report is FERC Form 1, to be filed as Exhibit G-2).

## QuickLinks

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CAPITAL STOCK  
CONTINGENT LIABILITIES  
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INVESTMENTS IN OTHER COMPANIES  
INDEBTEDNESS OF SYSTEM COMPANIES  
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TWENTY LARGEST HOLDERS OF CAPITAL STOCK  
OFFICERS, DIRECTORS AND EMPLOYEES  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**AMENDMENT NO. 1 TO**

**FORM U5B**

**REGISTRATION STATEMENT**

**FILED PURSUANT TO SECTION 5 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

**LG&E ENERGY LLC**

Name of Registrant

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Mr. John R. McCall  
Executive Vice President, General Counsel and Secretary  
LG&E Energy LLC  
220 West Main Street  
Louisville, Kentucky 40202

**AMENDMENT NO. 1 TO**  
**FORM USB**  
**REGISTRATION STATEMENT**

This Amendment No. 1 to Registration Statement of LG&E Energy LLC amends the Form USB filed by LG&E Energy LLC on March 29, 2004 in the following respects:

ITEM 5: In addition to the response previously provided in the Form USB, the Annual Report of Louisville Gas and Electric Company ("LG&E") (File No. 1-2893), and Kentucky Utilities Company ("KU") (File No. 1-3464) on Form 10-K (the "2003 10-K") for the year ended December 31, 2003, which was filed with the Commission on March 30, 2004, is incorporated by reference herein.

ITEM 6: In addition to the response previously provided in the Form USB, the 2003 10-K is incorporated herein by reference.

ITEM 19: In addition to the response previously provided in the Form USB, the 2003 10-K is incorporated herein by reference.

Exhibits G-1 through G-3 are filed herewith.

This Amendment No. 1 to Registration Statement of LG&E Energy LLC comprises:

- (a) A cover page, followed by pages numbered 1 to 3, consecutively.
- (b) The following Exhibits: the Exhibits shown on the attached exhibit index.



# SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this Amendment No. 1 to Registration Statement to be duly signed on its behalf in the City of Louisville, Kentucky, on the 27th day of April, 2004.

**LG&E ENERGY LLC**  
(Name of Registrant)

By: /s/ John R. McCall

Name: John R. McCall  
Title: Executive Vice President, General Counsel  
and Secretary

ATTEST:

By: /s/ Cheryl L. Johnson

Name: Cheryl L. Johnson  
Title: Corporate Affairs Coordinator

STATE OF KENTUCKY )  
 ) SS  
COUNTY OF JEFFERSON )

# VERIFICATION

The undersigned being duly sworn deposes and says that he has duly executed the attached Amendment No. 1 to Registration Statement for and on behalf of LG&E Energy LLC; that he is the Secretary of LG&E Energy LLC and authorized to sign on its behalf; and that all action by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

Signature: /s/ John R. McCall

Name: John R. McCall

(OFFICIAL SEAL)

Subscribed and sworn to before me, a Notary Public this 27th day of April, 2004.

Name: /s/ Patricia W. Sena

My commission expires December 24, 2007.

REDACTED

# INDEX OF EXHIBITS

Exhibit No.	Description
G-1	Annual Report of Major Electric Utilities, Licensees and Others (FERC Form 1) for the year ended December 31, 2003 for LG&E (filed herewith in paper format on Form SE)
G-2	Annual Report of Major Electric Utilities, Licensees and Others (FERC Form 1) for the year ended December 31, 2003 for KU (filed herewith in paper format on Form SE)
G-3	Annual Report of Major Natural Gas Companies (FERC Form 2) for the year ended December 31, 2003 for LG&E (filed herewith in paper format on Form SE)

QuickLinks

SIGNATURE  
VERIFICATION  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 20-F

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2003

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-14688

**E.ON AG**

(Exact name of Registrant as specified in its charter)

**E.ON AG**

(Translation of Registrant's name into English)

**Federal Republic of Germany**  
(Jurisdiction of Incorporation or Organization)

**E.ON-Platz 1, D-40479 Düsseldorf, GERMANY**  
(Address of Principal Executive Offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares representing	
Ordinary Shares with no par value	New York Stock Exchange
Ordinary Shares with no par value	New York Stock Exchange*

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2003, 656,026,401 outstanding Ordinary Shares with no par value.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☒

\* Not for trading, but only in connection with the registration of American Depositary Shares.

In 2003, we continued our landmark series of acquisitions and disposals. We largely completed E.ON's transformation and have built a superb platform for sustainable, profitable growth. Our on-top\* initiative identified ways in which our companies and people can work together more efficiently, learn from each other, and get better all the time—a relentless focus on operational excellence that we believe will benefit our customers and our shareholders. Our objective is to make E.ON the world's best integrated power and gas company. We've identified ten core concepts to help us get there.

- \* Transparency
- \* Growth
- \* Performance
- \* Market Leadership
- \* Integration
- \* Leadership
- \* Market Orientation
- \* Efficiency
- \* Financial Flexibility
- \* Focus

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